

**Before the
UNITED STATES COPYRIGHT ROYALTY JUDGES
Washington, D.C.**

In the Matter of:

Determination of Royalty Rates and Terms
for Transmission of Sound Recordings by
Satellite Radio and "Preexisting"
Subscription Services (SDARS III)

Docket No. 16-CRB-0001 SR/PSSR
(2018-2022)

Received

JUL 31 2016

Copyright Royalty Board

**SOUNDEXCHANGE'S OPPOSITION TO SIRIUS XM AND MUSIC CHOICE'S
MOTION TO COMPEL THE COPYRIGHT OWNER PARTICIPANTS TO PRODUCE
DOCUMENTS RELATED TO THE UNIVERSAL-EMI MERGER AND
COMMUNICATIONS REGARDING SIRIUS XM'S DIRECT LICENSE INITIATIVE**

SoundExchange, Inc., the Recording Industry Association of America ("RIAA"), Sony Music Entertainment ("SME"), Universal Music Group ("UMG"), Warner Music Group ("WMG"), and the American Association of Independent Music ("A2IM") (collectively, "SoundExchange" or "the Copyright Owner Participants") hereby oppose Sirius XM Radio Inc. ("Sirius XM") and Music Choice's (together, the "Services") Motion to Compel the Copyright Owner Participants to Produce Documents Related to the Universal-EMI Merger and Communications Regarding Sirius XM's Direct License Initiative ("Motion").

INTRODUCTION

The Services previously argued that it was imperative that they receive digital music service agreements and play and revenue data related to some of those services so that the Services could develop a benchmark and calculate effective per performance rates. *See Services' Motion to Set Specific Discovery Deadlines and Compel the Copyright Owner Participants' Adherence to Their Discovery Obligations at 8-9 (July 21, 2016)* (arguing that the Services

“suffer from an information disadvantage relative to SoundExchange and its member record companies, most notably with respect to license agreements (and related usage and payment data) that may serve as rate benchmarks”). SoundExchange has now produced hundreds of those agreements, including over a thousand amendments, extensions and renewals. In fact, SoundExchange has provided the Services in discovery with every agreement provided to SoundExchange’s own experts. The Copyright Owner Participants have also produced the play and revenue data since 2013 for the ten digital music services hand-picked by the Services. In addition, the Copyright Owner Participants have produced numerous other categories of documents, including detailed financials, market research and strategy documents. In all, the Copyright Owner Participants have produced over 70,000 pages of documents in this proceeding – more than three times as many pages as Sirius XM has produced. *See* Declaration of Jared O. Freedman (“Freedman Decl.”) ¶ 10.

Putting aside the rhetoric in the Services’ Motion, the reality is that the Services were apparently satisfied with the Copyright Owner Participants’ production – the Preliminary Discovery and Disclosure period ended on August 22, 2016 without the Services filing a motion to compel. In other words, the Services presumably concluded that the Copyright Owner Participants’ production was sufficient. However, after the Services saw that the Copyright Owner Participants timely filed a motion to compel on August 22, 2016, the Services apparently felt the need to even the score by filing an untimely motion of their own.¹ The Services’ gamesmanship and their untimely Motion should be denied.

¹ By order of the CRB, the Preliminary Disclosure and Discovery Period ended on August 22, 2016. The Services filed their Motion after that date, with no explanation for its tardiness. The statutory provision governing discovery in CRB rate-setting proceedings states that the CRJs may order discovery beyond the end of the discovery period “in connection with the resolution of motions, orders, and disputes pending at the end of such period.” 17 U.S.C.

The Services' Motion seeks to compel two categories of documents. First, the Motion seeks to compel nineteen documents related to the Universal-EMI merger that were produced in the *Web IV* proceeding. This request is moot. The Copyright Royalty Judges ("CRJs") have already ordered the Copyright Owner Participants to produce these nineteen documents, and the Copyright Owner Participants are doing so. Second, the Motion seeks to compel communications related to Sirius XM's campaign to manufacture a benchmark by signing direct licenses with record labels. This request should be denied for a host of reasons. As set forth in greater detail below, the request is premised on the false assertion that similar documents in *SDARS II* showed that the Copyright Owner Participants "interfered" with Sirius XM's direct license campaign. In fact, the CRJs found the exact opposite in *SDARS II*. Moreover, given that Sirius XM has not produced its own communications about direct licenses, it would be patently inequitable to require the Copyright Owner Participants to produce their communications related to the same subject matter. The Services have also failed to impose any reasonable limitation on the request. In the spirit of compromise, the Copyright Owner Participants have made a reasonable proposal that would provide the Services with the communications that they now say they want. If the CRJs do not reject the Services' request entirely (which they should), then the CRJs should at least limit the scope of the request per that proposal, which is set forth below.

§ 803(b)(6)(C)(iv). *See Order Extending Discovery Period and Revising Case Schedule* at 1, Docket No. 14-CRB-0001-WR (2016-20) (Dec. 10, 2014) (extending discovery period to accommodate motions that were "timely filed" "[a]s of" the last day of the discovery period). The Services' Motion was not "timely filed" and was not "pending at the end of" the Preliminary Disclosure and Discovery Period. The Services knew before the end of the discovery period that SoundExchange had not agreed to produce the documents that are the subject of the Services' Motion. *See Mot.* at 9 (noting that the Copyright Owner Participants objected to the production of communications concerning Sirius XM's direct license campaign in objections served on or before July 25, 2016); Freedman Decl. ¶¶ 3, 5; Declaration of Todd Larson in Support of Sirius XM and Music Choice's Motion to Compel at Exs. H-M. Thus, the Services could and should have timely filed their Motion before or on August 22.

In addition, Section C of the Services' Motion argues that if SoundExchange continues to pursue its motion to compel Sirius XM to produce its communications with record labels related to "selling points" for signing direct licenses, then the Copyright Owner Participants should be required to produce their negotiating documents related to certain digital music services. However, this issue is also now moot – in the interest of closing the door on the preliminary discovery period, the parties have mutually agreed to defer these requests until the discovery period following the submission of written direct statements.

ARGUMENT

A. The Services' Request for Documents Relating to the Universal-EMI Merger Is Moot.

The Services' request for the nineteen specified merger documents produced in the *Webcasting IV* proceeding is moot because the CRJs already ordered the Copyright Owner Participants to produce these documents. The Services have withdrawn that request, and the Copyright Owner Participants are producing those documents.² See Freedman Decl. ¶ 18.

² In the August 23 Order, the CRJs observed that the Participants had, "[a]pparently, . . . agreed in principle to the production of a narrower sub-set of Web IV documents." August 23 Order at 4. In fact, although counsel for the Copyright Owner and Artist Participants had asked the Services on July 13 to identify by Bates number the *Web IV* documents the Services wanted produced in this proceeding, it was not until August 5, and then again on August 12, that the Services actually did so. Freedman Decl. ¶¶ 13, 15-16 & Exs. C, E, & F. As part of the meet and confer process, the Copyright Owner and Artist Participants agreed to produce most, but not all, of the *Web IV* documents identified by Bates number. The merger documents were among those that the Copyright Owner and Artist Participants initially did not agree to produce. The Services' instant Motion seeks only the merger documents; it does not seek to compel any other documents they identified by Bates number that the Copyright Owner and Artist Participants did not agree to produce. To the extent that the August 23 Order contemplated that the parties would meet and confer about the production of *Web IV* documents, that had already happened and been resolved before the CRJs issued the August 23 Order. Thus, the Copyright Owners and Artists have already effectively complied with the intent of the August 23 Order and respectfully reserve their right to object to any further request for the production of *Web IV* documents.

B. The Services' Request for Communications Related to Sirius XM's Direct License Campaign Should Be Denied.

The Services request any communications among a large group of people related to Sirius XM's direct license campaign, without limitation, dating back to 2009.³ *See* Mot. at 8. The request is based on a false assertion about the *SDARS II* proceeding, overbroad, not directly related to SoundExchange's written direct case, unduly burdensome, premature, and beyond the scope of preliminary discovery. It is also inequitable given that Sirius XM has not produced its own communications related to the direct license campaign. It should be denied.

As an initial matter, the Services justify their request for these communications by asserting that in the *SDARS II* proceeding, similar documents "revealed evidence of direct interference on the part of the Copyright Owners" with Sirius XM's direct license campaign. Motion at 10. The Services' assertion is demonstrably false. To be sure, in *SDARs II*, Sirius XM *tried* to show interference by the Copyright Owners and devoted considerable energy "to discovery and presentation of evidence regarding actions by SoundExchange and its member record labels relating to the Direct Licensing Initiative." *See In the Matter of Determination of Rates and Terms for Preexisting Subscription and Satellite Digital Audio Radio Services ("SDARs II")*, 78 Fed. Reg. 23054, 23062 n. 20 (Apr. 17, 2013). But that effort was futile. The CRJs were "not persuaded by the evidence in the record that SoundExchange's alleged actions

³ In addition to seeking "communications," the Services' request seeks "draft press releases, final press releases, and any joint representation or common interest agreements." *See* Mot. at 4. The Services make absolutely no effort to explain how draft press releases or common interest agreements would demonstrate interference with Sirius XM's direct license campaign. The Services say they want to "shed light on the record labels' motivations for entering" or "refusing" to enter direct licenses. *See* Mot. at 10. But these documents would not shed any such light, as they would not be communicated to the direct license labels. The Services themselves have represented that they generally will produce final or formal documents. *See, generally*, Exs. A (Sirius XM's Responses & Objections), B (Music Choice's Responses & Objections). In addition to all the other reasons discussed herein, this portion of the request should be denied as irrelevant and to the extent it seeks privileged information.

materially frustrated Sirius XM's efforts to execute direct license agreements." *Id.* at 23063. Thus, the evidence in *SDARS II* showed the exact opposite of what Sirius XM now asserts to support its Motion. The experience from the *SDARS II* proceeding confirms that there is no sound basis for the Services' request.

The Services' request also plainly violates the CRJs' regulation that "[b]road, nonspecific discovery requests are not acceptable." 17 U.S.C. § 351.5(b)(1). The request – which is made separately to SoundExchange, RIAA, A2IM, Universal Music Group, Warner Music Group and Sony Music Entertainment – is the epitome of over-breadth. It seeks "[a]ll" communications "related to" an exceedingly open-ended subject matter ("the Sirius XM direct license program") over the past seven years. Moreover, it seeks communications with an unreasonably wide array of people, including "board members or employees," the "membership" of SoundExchange, RIAA and A2IM, and "any industry groups."

The Services have failed to impose any reasonable limitation on their request, and their blanket request far exceeds the standard for discovery set forth in the governing regulations. For example, as formulated by the Services, their request would appear to require the Copyright Owner Participants to search the email accounts of any employee who may have uttered anything related to Sirius XM's efforts to sign direct licenses with presumably hundreds of record labels over a period of many years.⁴ Such open-ended requests are time-consuming and result in many "false hits," each of which needs to be reviewed carefully on an individual basis to determine if it is responsive and/or privileged. *See* Freedman Decl. ¶ 19. And yet the record and experience in

⁴ Sirius XM has not disclosed the identities or the number of record labels which it has tried to sign to direct licenses. SoundExchange therefore does not know how many or which labels Sirius XM approached, except for the labels who actually signed direct licenses. In *SDARS II*, however, the record showed that Sirius XM reached out to hundreds of labels about signing direct licenses. SoundExchange assumes that Sirius XM has reached out to a similar number of labels in connection with the current proceeding.

SDARS II shows that at the end of the day any such search is likely to yield very few documents that are actually responsive, and none that actually shows any “interference.” This is precisely the kind of “[b]road, nonspecific” request that the CRJs’ regulations are designed to avoid. *See* 17 U.S.C. § 351.5(b)(1). Indeed, as discussed below, the CRJs in *SDARS II* assessed a request for communications related to direct licenses on a witness-by-witness basis, and ruled accordingly.

In an effort to impose some reasonable limitation on the Services’ request, and in the spirit of compromise, the Copyright Owner Participants have tried to resolve this issue by making a reasonable proposal in the meet and confer process. The Services argue that they seek communications about the direct license campaign because they want to see “the extent to which Copyright Owner Participants may be *urging record labels to collectively decline* to engage in direct licenses with Sirius XM.” *See* Mot. at 10 (emphasis added). Accordingly, counsel for the Copyright Owner Participants proposed, as a compromise, to produce “statements that SoundExchange has made to its membership as a whole” about Sirius XM’s direct license campaign for the time period 2013 through the present – in other words, communications to record labels “collectively.” Freedman Decl. ¶ 14 & Ex. D. This compromise would provide the Services with precisely the information they say they want (communications “urging record labels to collectively decline to engage in direct licenses with Sirius XM”) if such documents exist (which of course they do not), without requiring the Copyright Owner Participants to engage in a pointless wild goose chase for “all” communications “related” to the direct license campaign with a wide array of people who have never communicated with record companies collectively. Unfortunately, counsel for the Services did not accept this proposal. *See* Freedman Decl. ¶ 14.

The Services also rely on the *SDARS II* proceeding to argue that because SoundExchange produced certain communications about the direct license campaign in that proceeding, it necessarily follows that the Copyright Owner Participants must do the same here. *See* Mot. at 2, 10. But that argument ignores a critical difference between the two proceedings. In *SDARS II*, the CRJs ordered the production of certain (but not all) communications only after they applied the governing standard for document discovery set forth in 37 C.F.R. § 351.5(b)(1) – namely, whether the requested documents were “directly related” to SoundExchange’s written direct statement. In *SDARS II*, the CRJs carefully evaluated whether Sirius XM had established “an appropriate nexus” between the request and specific statements in SoundExchange’s written direct case. *See Order Granting in Part and Denying in Part Sirius XM’s Motion to Compel SoundExchange to Produce Communications Between and Among SoundExchange, AFM, A2IM and Other Industry Groups Regarding Sirius XM’s Direct License Initiative* (“SDARs II Order”) at 2, Docket No. 2011-1 CRB PSS/Satellite II (Mar. 29, 2012). The CRJs then concluded that such a nexus was established with respect to some of SoundExchange’s witnesses, but not others.⁵

Here, of course, it is impossible to determine whether the requested documents are “directly related” to the Copyright Owner Participants’ written direct statement, because the parties have not yet submitted their written direct statements. The CRJs cannot conduct the same kind of close analysis they performed in *SDARS II* to determine whether the Services have

⁵ The CRJs concluded that the request was not “directly related” to the testimony of one of SoundExchange’s witnesses (Mr. Hair) but was “directly related” to the testimony of two other SoundExchange witnesses (Mr. Van Arman and Dr. Ordover). Mr. Van Arman had testified to his “direct experience on behalf of his labels with Sirius XM’s direct licensing initiative.” SDARs II Order at 2. Dr. Ordover had testified that he was “aware of no direct evidence on what rates might be negotiated between Sirius XM and copyright holders in an arm’s length setting.” *Id.*

satisfied the standard established in the regulations. For that reason alone, the Services' request should be deferred until after the submission of written direct statements.

While it remains unclear how to apply the "directly related" standard in the present circumstances, it is beyond dispute that the documents the Services now seek are not the kinds of documents that the CRJs have stated may be the subject of preliminary discovery in this proceeding: the Services have not contended that they need these communications to "encourage meaningful settlement negotiations and to streamline the process of participants' identification of issues," *see Notice of Participants, Commencement or Voluntary Negotiation Period, and Case Scheduling Order* at 2 (Mar. 14, 2016); nor are the communications the "benchmark agreements" that the CRJs have said are "important potential evidence." *See* August 23 Order at 12 (stating that in "*Web IV*, important potential evidence, in the form of potential benchmark agreements, were not made available to the parties until after the filing of WDSs").

And there is no dispute that the Copyright Owner Participants have already made an extensive production of documents that more than satisfies the concerns expressed by the CRJs. The Copyright Owners Participants have already produced hundreds of potential benchmark agreements; in fact, SoundExchange has provided the Services with every agreement that SoundExchange's own experts have received. *See* Freedman Decl. ¶ 12. SoundExchange has also produced detailed royalty and usage data for a set of ten digital music services hand-picked by the Services. *Id.* The Services therefore have equal access to the core information in this proceeding. The Copyright Owner Participants have also produced a large volume of other marketplace information, including detailed financials and various data, research and strategy documents. In all, the Copyright Owner and Artist Participants have produced over 70,000 pages

of documents in this proceeding – more than three times as many pages as Sirius XM has produced. *See* Freedman Decl. ¶ 10.

Moreover, Sirius XM has not produced its own communications related to its direct license campaign. Sirius XM cannot have it both ways. It would be inequitable to require the Copyright Owner Participants to produce their communications related to the direct license campaign, given that Sirius XM has not produced its own communications.⁶

In addition, the time period requested by the Services (2009 through the present) is entirely unreasonable. Sirius XM has refused to produce its direct licenses for the time period 2009-2013. *See* Ex. A (Sirius XM's Responses & Objections) at Response No. 1. Having refused to produce the pre-2013 direct licenses themselves, it is hypocritical and unsupportable for Sirius XM to demand that SoundExchange produce pre-2013 communications related to those direct licenses. Indeed, throughout the preliminary discovery period, the parties have limited their production of responsive documents to the time period January 1, 2013 through the present. *See, e.g.*, Ex. A (Sirius XM's Responses and Objections) at Objection to Definitions and Instructions B; Ex. B (Music Choice's Responses and Objections) at Objection to Definitions and Instruction No. 3. There is no good reason to deviate from that time period here.⁷

⁶ Unlike the Services, SoundExchange narrowly tailored its request. Instead of seeking "all" communications, SoundExchange sought only communications between Sirius XM and record labels in which Sirius XM raised the possibility of more airplay or other "selling points" for signing direct licenses that were not reflected in the direct licenses themselves. *See* Ex. D; *see also* SoundExchange's Motion to Compel the Services' Production of Certain Documents at 2-3 (Aug. 22, 2016). Moreover, as set forth below, SoundExchange has now agreed to defer its request for any such communications.

⁷ In any event, in *SDARS II*, the Services received certain communications related to the direct licenses at issue for that time period and, as noted above, the CRJs concluded that the communications did not show that the Copyright Owner Participants interfered with the direct

C. The Parties Have Agreed to Defer Their Requests for Production of Negotiating Documents.

Section C of the Services' Motion, which relates to the parties' mutual requests for certain negotiating documents, is now moot. The Services' Motion argued that if the CRJs were to order Sirius XM to produce the negotiating documents that SoundExchange had moved to compel Sirius XM to produce (i.e., communications raising the possibility of more airplay or other "selling points" not reflected in the direct licenses themselves, *see* SoundExchange's Motion to Compel (Aug. 22, 2016)), then the Copyright Owner Participants should be required to produce certain negotiating documents between record companies and digital music services. *See* Mot. at 11. The Services noted, however, that "the Services are willing to defer such discovery" if SoundExchange was likewise willing to defer. *Id.* at 12.

In fact, since the parties filed their motions to compel, the parties have agreed to defer their requests for negotiating documents until after the submission of written direct statements. *Accord* Sirius XM's Opp. to SoundExchange's Motion to Compel at 3 (Aug. 29, 2016). In light of that agreement, the parties' agree that these portions of their motions to compel (Section C of the Services' motion to compel and Section I of SoundExchange's motion to compel) are moot.

license campaign. There is no point in re-producing those communications again in this proceeding.

CONCLUSION

For the foregoing reasons, SoundExchange respectfully requests that the Judges deny the Services' Motion in its entirety.

Respectfully submitted,

By J. O. M.
Jared O. Freedman (DC Bar 469679)
David A. Handzo (DC Bar 384023)
Michael B. DeSanctis (DC Bar 460961)
Steven R. Englund (DC Bar 425613)
JENNER & BLOCK LLP
1099 New York Ave., N.W., Suite 900
Washington, D.C. 20001
(v) 202-639-6000
(f) 202-639-6066
dhandzo@jenner.com
mdesantis@jenner.com
senglund@jenner.com
jfreedman@jenner.com

*Counsel for Copyright Owner and Artist
Participants*

Dated: August 30, 2016

CERTIFICATE OF SERVICE

I, Alex Trepp, do hereby certify that, on August 30, 2016, copies of the foregoing were sent via electronic mail to all parties at the email addresses listed below. Hard copies will follow by first class mail.

<p>George Johnson DBA GEO MUSIC GROUP 23 Music Square East Suite 204 Nashville, TN 37203 George@georgejohnson.com</p> <p><i>Pro Se</i></p>	
<p>Paul Fakler John Sullivan Margret Wheeler-Frothingham Miranda Perkins ARENT FOX, LLP 1675 Broadway New York, NY 10019-5874 Fax: 212-484-3990 Paul.fakler@arentfox.com John.Sullivan@arentfox.com Margret.Wheeler@arentfox.com Miranda.Perkins@arentfox.com</p> <p>Jackson Toof ARENT FOX, LLP 1717 K Street, N.W. Washington, DC 20006-5344 Fax: 202-857-6395 Jackson.toof@arentfox.com</p> <p>Paula Calhoun MUSIC CHOICE 650 Dresher Road Horsham, PA 19044 Fax: 215-784-5886 pcalhoun@musicchoice.com</p>	<p>R. Bruce Rich Randi Singer Todd Larson David Yolkut Jacob Ebin Elizabeth Sperle Jennifer Oliver WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, NY 10153 Fax: (212) 310-8007 Bruce.rich@weil.com Randi.singer@weil.com Todd.larson@weil.com David.yolkut@weil.com Jacob.ebin@weil.com Elisabeth.Sperle@weil.com Jennifer.Oliver@weil.com</p> <p>Patrick Donnelly SIRIUSXM RADIO INC. 1221 Avenue of Americas, 36th Floor New York, NY 10020 Fax: 212-584-5353 Patrick.donnelly@siriusxm.com</p>

Counsel for Music Choice

Cynthia Greer
SIRIUSXM RADIO INC.
1500 Eckington Pl., NE
Washington, DC 20002
Fax: 202-380-4592
Cynthia.greer@siriusxm.com

Counsel for SiriusXM Radio, Inc.

Dated: August 30, 2016


Alex Trepp

**Before the
UNITED STATES COPYRIGHT ROYALTY JUDGES
The Library of Congress**

In re

Determination of Royalty Rates and Terms
for Transmission of Sound Recordings by
Satellite Radio and "Preexisting"
Subscription Services (SDARS III)

Docket No. 16-CRB-0001-SR/PSSR
(2018-2022)

**DECLARATION OF JARED O. FREEDMAN
(On behalf of SoundExchange)**

1. I am counsel for SoundExchange, Inc., the Recording Industry Association of America ("RIAA"), Sony Music Entertainment ("SME"), Universal Music Group ("UMG"), Warner Music Group ("WMG"), and the American Association of Independent Music ("A2IM") (collectively, "SoundExchange" or "the Copyright Owner Participants") in the above-captioned case. I am familiar with the facts, circumstances, and proceedings in this case and submit this declaration in support of SoundExchange's Opposition to the Sirius XM and Music Choice's Motion to Compel the Copyright Owner Participants to Produce Documents Related to the Universal-EMI Merger and Communications Regarding Sirius XM's Direct License Initiative.
2. On June 20, 2016, Sirius XM and Music Choice (collectively, "Services") served their First Set of Requests for Production of Documents on SoundExchange, RIAA, SME, WMG, UMG, and A2IM. True and correct copies of these documents are attached as Exhibits B-G to the Declaration of Todd Larson, filed in support of the Services' pending Motion to Compel.

3. On July 18, 2016, SoundExchange and RIAA served Responses and Objections to the Services' First Set of Requests for Production of Documents. In their Responses and Objections, SoundExchange and RIAA objected to the production of communications concerning Sirius XM's direct license campaign. True and correct copies of these documents are attached as Exhibits H and I to the Declaration of Todd Larson, filed in support of the Services' pending Motion to Compel.
4. On July 19, 2016, Sirius XM and Music Choice served Responses and Objections to SoundExchange's First Set of Requests for Production of Documents. True and Correct copies of these documents are attached as Exhibit A and B.
5. On July 25, 2016, SME, WMG, UMG, and A2IM served Responses and Objections to the Services' First Set of Requests for Production of Documents. In their Responses and Objections, SME, WMG, UMG, and A2IM objected to the production of communications concerning Sirius XM's direct license campaign. True and correct copies of these documents are attached as Exhibits J-M to the Declaration of Todd Larson, filed in support of the Services' pending Motion to Compel.
6. On July 19, 2016, the Copyright Owner Participants served their First Production of Documents, which was comprised of agreements executed between record companies and digital music services.
7. On July 20, 2016 the Copyright Owner Participants served their Second Production of Documents, which was also comprised of agreements executed between record companies and digital music services.

8. On August 3, 2016, the Copyright Owner and Artist Participants served their Third Production of Documents, which was comprised of several types of documents, including but not limited to financial documents and strategy documents.
9. On August 22, 2016, the Copyright Owner and Artist Participants served their Fourth Production of Documents, which was comprised of several types of documents, including but not limited to agreements executed between record companies and digital music services, detailed royalty and usage data, detailed financial documents, and data, research, and strategy documents. The royalty and usage data related to ten digital music services requested by counsel for the Services.
10. These four productions, all served within the period set by the Copyright Royalty Judges for preliminary disclosures and discovery, include more than 70,000 pages of documents. To date, Sirius XM has served approximately 20,300 pages of documents.
11. On August 25, the Copyright Owner Participants served their Fifth Production of Documents, which included agreements executed between record companies and Spotify.
12. The Services have received all of the digital music service agreements that the Copyright Owners and Artists have shared with their experts.
13. On July 13, 2016, I sent an email to counsel for the Services requesting that the Services consider identifying by Bates number the *Web IV* documents the Services wanted produced in this proceeding. A true and correct copy of this email is embedded within the correspondence attached as exhibit C.
14. On August 3, 2016, I met and conferred with counsel for Sirius XM regarding each party's objections to the others' requests for production of documents. On August 5, 2016, I sent a follow-up email to Sirius XM's counsel summarizing certain issues

discussed during the parties' meet and confer, including the Services' request that the Copyright Owner Participants produce communications related to Sirius XM's campaign to execute direct licenses. In the same email, I proposed a compromise, pursuant to which SoundExchange would produce the statements it had made "to its membership as a whole." A true and correct copy of this email is attached as Exhibit D. Counsel for the Services have not agreed to this proposal.

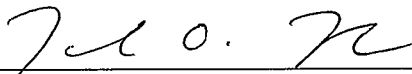
15. In an email dated August 5, 2016, Sirius XM's counsel provided a list bates numbers corresponding to 19 documents produced in *Web IV* and related to the Universal-EMI merger that Sirius XM wanted SoundExchange to produce in the instant proceeding. A true and correct copy of this email is attached as Exhibit E.
16. In an email dated August 12, 2016, Sirius XM's counsel provided a list of bates numbers corresponding to specific documents produced in *Web IV* that Sirius XM wanted SoundExchange to produce in the instant proceeding. A true and correct copy of this email is attached as Exhibit F.
17. On August 17, 2016, I sent an email to counsel for the Services indicating that the Copyright Owner and Artist Participants did not agree to produce the *Web IV* documents that the Services had identified as related to the UMG-EMI merger. A true and correct copy of this email is attached as Exhibit G.
18. On August 26, 2016, following issuance of the Court's Order Granting in Part and Denying in Part the Services' Motion to Set Specific Discovery Deadlines and Compel Copyright Owner Participants' Adherence to Their Discovery Obligations, I sent an email to counsel for the Services indicating that the Copyright Owners and Artists would produce the nineteen documents related to the Universal-EMI merger that are the subject

of the Services' pending Motion to Compel. A true and correct copy of this email is attached as Exhibit H. We are producing those nineteen documents today.

19. Based on my experience with document review in many cases, a search for documents responsive to the Services' request for "[a]ll" communications "related to" the "Sirius XM direct license program" would likely capture many non-responsive documents, or "false hits." Reviewing the results of such a search would be time-consuming because each document would need to be reviewed carefully on an individual basis to determine whether the document is responsive and/or privileged.

Pursuant to 28 U.S.C. § 1746 and 37 C.F.R. § 350.4(e)(1), I hereby declare under the penalty of perjury that, to the best of my knowledge, information and belief, the foregoing is true and correct.

Dated: August 30, 2016
Washington, D.C.



Jared O. Freedman (D.C. Bar No. 469679)
jfreedman@jenner.com
JENNER & BLOCK LLP
1099 New York Ave., NW, Suite 900
Washington, D.C. 20001
Tel.: 202-639-6000
Fax: 202-639-6066

EXHIBIT A

**Before the
UNITED STATES COPYRIGHT ROYALTY JUDGES
Washington, D.C.**

In the Matter of:

Determination of Royalty Rates and Terms
for Transmission of Sound Recordings by
Satellite Radio and "Preexisting"
Subscription Services (SDARS III)

Docket No. 16-CRB-001-SR/PSSR
(2018-2022)

**SIRIUS XM RADIO INC.'S RESPONSES AND OBJECTIONS TO SOUNDEXCHANGE,
INC.'S FIRST SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS**

Pursuant to 37 C.F.R. § 351.5 and the Discovery Schedule entered by the Copyright Royalty Judges in the above-captioned proceeding on March 14, 2016 and June 28, 2016 ("Discovery Schedule"), Sirius XM Radio Inc. ("Sirius XM"), by its undersigned attorneys, hereby responds and objects to SoundExchange, Inc.'s June 21, 2016 Requests For Production Of Documents ("Requests"). Sirius XM responds to the Requests pursuant to and subject to the accompanying General Objections, Objections to Definitions and Instructions, and Specific Objections and Responses. The General Objections and Objections to Definitions and Instructions are incorporated into each of the Specific Responses below as if they were fully repeated therein and therefore need not be specifically repeated in such responses.

Sirius XM also submits these objections and responses subject to, without intending to waive, and expressly preserving: (a) any objections as to the competence, relevance, materiality, privilege, and/or admissibility into evidence of any document produced in response to the Requests; (b) the right to object to other discovery procedures involving or relating to the subject matter of the Requests or response or documents produced in response to the Requests; and (c) the right to revise, correct, supplement or clarify the response or any of the objections herein at

any time. The inadvertent production of any privileged document shall not be deemed to be a waiver of any applicable privilege with respect to such document or any other document, or the subject matter thereof. Neither objection to a request nor agreement to produce responsive documents pursuant to a request indicates that any documents responsive to the request in fact exist.

GENERAL OBJECTIONS

A. Sirius XM objects to the Requests as overbroad and unduly burdensome to the extent any Request would require Sirius XM to spend an unreasonable amount of time, effort and resources in order to respond, and to the extent that full compliance with any Request is not possible in the time allowed by the Discovery Schedule.

B. Sirius XM objects to the Requests as overbroad and unduly burdensome to the extent they call for the production of documents that are not relevant to the issues in this proceeding.

C. Sirius XM objects to the Requests to the extent they included broad, nonspecific discovery requests that are forbidden by 37 C.F.R. § 351.5(b).

D. Sirius XM objects to the Requests to the extent they or the Definitions and Instructions contained therein cause any part of the Requests to be vague, ambiguous, and/or confusing.

E. Sirius XM objects to the Requests and the Definitions and Instructions contained therein to the extent that SoundExchange seeks to impose on Sirius XM any obligation different from and broader than that provided for, required by, or permitted by the Copyright Act and any applicable regulations, rules, case law, or future court orders governing the proper scope, timing and extent of discovery in this proceeding.

F. Sirius XM objects to the Requests to the extent they call for the production of documents the discovery of which is cumulative, duplicative, or may be obtained by SoundExchange from some other source that is more convenient, less burdensome, or less expensive, including documents that are publicly available or otherwise accessible to, or in the possession of, SoundExchange or its representatives, attorneys, agents, or members.

G. Sirius XM objects to the Requests insofar as they call for the production of documents, including drafts, that: (1) were prepared for, or in anticipation of, litigation; (2) constitute attorney work product; (3) contain confidential attorney-client communications; (4) are subject to common interest privilege; or (5) are otherwise privileged, protected or subject to exemption from disclosure by any statute, rule, regulation, common law, or other principle, or any other basis recognized under applicable law.

H. Sirius XM objects to the Requests and the Definitions and Instructions contained therein to the extent that they call for the production of third-party documents in Sirius XM's possession, custody and control, for which disclosure to SoundExchange is or may be prohibited, limited or otherwise governed by a protective order. Notwithstanding this objection, Sirius XM will work expeditiously and in good faith to produce in timely fashion such reasonably responsive, non-privileged documents within its custody and control while complying with any such protective orders.

I. Sirius XM objects to the Requests to the extent that, for certain categories, they seek "all" documents concerning a particular subject, on the grounds that such requests are overbroad and unduly burdensome in the limited time frame provided for review and production of documents in this proceeding. In conducting a search for relevant and responsive documents, Sirius XM will make inquiries to Sirius XM witnesses in this proceeding and those other Sirius XM personnel who are reasonably likely to have responsive, directly related documents, and will

produce documents, as more fully described in the Specific Objections and Responses below, that can reasonably be gathered, reviewed, and produced in the time allowed under the governing Discovery Schedule.

J. Sirius XM reserves the right to produce responsive documents on a date after the date for production specified in the Requests in the event SoundExchange objects to producing, or fails to produce, documents in response to Sirius XM's requests on the date specified by Sirius XM.

K. Sirius XM reserves the right to supplement or amend its responses as appropriate.

OBJECTIONS TO DEFINITIONS AND INSTRUCTIONS

A. Sirius XM objects to the definition of "Sirius XM" and Instruction 14 as overbroad and unduly burdensome to the extent they are intended to include Music Reports, Inc. ("MRI") and other agents, representatives, or contractors of Sirius XM. Notwithstanding this objection, Sirius XM will make an inquiry of MRI and will collect such documents from MRI, in its capacity as a licensing agent for Sirius XM, as can reasonably be identified and reviewed in the time allowed by the Discovery Schedule.

B. Sirius XM objects to Instruction 16 as overbroad, unduly burdensome, and as seeking documents not relevant to this proceeding insofar as it calls for the production of documents from a time period beyond that which is relevant to this matter. Other than as indicated in the Specific Objections and Responses below, Sirius XM will produce responsive documents for the period January 1, 2013 forward.

SPECIFIC OBJECTIONS AND RESPONSES

REQUEST NO. 1:

All Direct Licenses executed by Sirius XM, including all renewal agreements, amendments, extensions, and side agreements.

RESPONSE TO REQUEST NO. 1:

Sirius XM objects to Request No. 1 as overbroad, unduly burdensome and as seeking documents that are not relevant to this proceeding to the extent that it calls for the production of Direct Licenses that were concluded prior to January 1, 2013. Subject to the foregoing General Objections and Objections to Definitions and Instructions, Sirius XM will produce Direct Licenses granting rights to perform sound recordings to the extent that such Direct Licenses were executed and/or in effect after January 1, 2013.

REQUEST NO. 2:

All documents constituting or discussing communications with sound recording copyright owners, record companies, artists or composers concerning Direct Licenses or potential Direct Licenses, including all documents constituting, reflecting, or referring to the negotiations of the Direct Licenses and drafts of such Direct Licenses, whether or not a Direct License was ultimately executed.

RESPONSE TO REQUEST NO. 2:

Sirius XM objects to the request for “all documents” as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Sirius XM further objects to the request as a “broad, nonspecific discovery request” disallowed by 37 C.F.R. § 351.5(b)(1). Sirius XM also objects to the request to the extent that it requests documents for the time period prior to January 1, 2013. Sirius XM further objects to Request No. 2 as seeking irrelevant information to the extent that it seeks documents not related to the valuation of the rights granted in the Direct Licenses. *See* Discovery Order 1, Docket No. 14-CRB-0001-WR (2016-2020) (Jan 15, 2015), Discovery Order 9, Docket No. 14-CRB-0001-WR (2016-2020) (Jan 15, 2015), and Discovery Order 11, Docket No. 14-CRB-0001-WR (2016-2020) (Jan 15, 2015). Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objection, Sirius XM will identify the Sirius XM personnel and MRI personnel most likely to have responsive, valuation-related documents and produce such documents in the possession of

such individuals, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule, for the time period January 1, 2013 forward.

REQUEST NO. 3:

A list of all of the copyright owners, record companies, artists or composers contacted, either in writing or otherwise, about Direct Licenses or potential Direct Licenses.

RESPONSE TO REQUEST NO. 3:

Sirius XM objects to the request to the extent that it requests documents for the time period prior to January 1, 2013. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM states that it will produce the requested list, to the extent it exists, as was created in the ordinary course of business.

REQUEST NO. 4:

A list of all of the copyright owners, record companies, artists or composers that have signed Direct Licenses.

RESPONSE TO REQUEST NO. 4:

Sirius XM objects to the request to the extent that it requests documents for the time period prior to January 1, 2013. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM states that it will produce the requested list, to the extent it exists, as was created in the ordinary course of business.

REQUEST NO. 5:

All reports, memoranda, communications, presentations, or other documents discussing, analyzing or tracking the status of Sirius XM's Direct License activities.

RESPONSE TO REQUEST NO. 5:

Sirius XM objects to the request for "all reports, memoranda, communications, presentations, or other documents" as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Sirius XM further objects to the request as a "broad, nonspecific discovery request" disallowed by 37 C.F.R. § 351.5(b)(1). Sirius XM also objects to

the request to the extent that it requests documents for the time period prior to January 1, 2013. Sirius XM further objects to Request No. 5 as seeking irrelevant information to the extent that it seeks documents not related to the valuation of the rights granted in the Direct Licenses. *See* Discovery Order 1, Docket No. 14-CRB-0001-WR (2016-2020) (Jan 15, 2015), Discovery Order 9, Docket No. 14-CRB-0001-WR (2016-2020) (Jan 15, 2015), and Discovery Order 11, Docket No. 14-CRB-0001-WR (2016-2020) (Jan 15, 2015). Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM states that it will make inquiries to Sirius XM witnesses in this proceeding and those other Sirius XM personnel who are reasonably likely to have responsive documents, and produce non-duplicative tracking documents and final versions of valuation-related presentations and analyses, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule.

REQUEST NO. 6:

Documents sufficient to show the share of total plays on Sirius XM's SDARS service represented by the catalogues of direct-licensed copyright owners, record companies, artists or composers, including any play share analysis.

RESPONSE TO REQUEST NO. 6:

Sirius XM objects to the request to the extent that it seeks information for the time period prior to January 1, 2013. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will produce documents sufficient to show the information requested in Request No. 6 for the time period from January 1, 2013 forward.

REQUEST NO. 7:

For each copyright owner, record company, artist or composer that entered into a Direct License, information sufficient to show on a monthly basis the number of times its recordings were played on the SDARS service in the two years before the Direct License and in the time since the Direct License was executed.

RESPONSE TO REQUEST NO. 7:

Sirius XM objects to Request No. 7 to the extent it calls for information pertaining to plays on the SDARS service two years before a Direct License was executed as such information is accessible to, or in the possession of, SoundExchange or its representatives, attorneys, or agents on account of Sirius XM's reporting to SoundExchange. Sirius XM also objects to the request to the extent that it seeks information for the time period prior to January 1, 2013. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will produce documents sufficient to show periodic performance counts for directly-licensed recordings for each Direct License in effect after January 1, 2013 forward.

REQUEST NO. 8:

All documents referring or relating to any policy or practice of performing recordings covered by Direct Licenses more frequently than other recordings or more frequently than those sound recordings would otherwise have been performed, and any preference given to direct-licensed sound recordings, including documents referring or relating to the implementation of any such policy or practice and including documents referring or relating to whether and how Sirius XM informs its programmers to increase or alter the number of plays of recordings covered by Direct Licenses.

RESPONSE TO REQUEST NO. 8:

Sirius XM objects to the request for "all documents" as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Sirius XM further objects to the request as a "broad, nonspecific discovery request" disallowed by 37 C.F.R. § 351.5(b)(1). Sirius XM also objects to the request to the extent that it requests documents for the time period prior to January 1, 2013. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will identify the Sirius XM personnel most likely to have documents and produce such documents in the possession of such individuals, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule, for the time period from January 1, 2013 forward.

REQUEST NO. 9:

All documents sufficient to show any tracking by programmers or others of plays of direct-licensed sound recordings, or whether and how Sirius XM tracks or monitors the degree to which its programmers are using direct-licensed sound recording.

RESPONSE TO REQUEST NO. 9:

Sirius XM objects to the request to the extent that it requests documents for the time period prior to January 1, 2013. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will identify the Sirius XM personnel most likely to have documents and produce documents sufficient to show the requested information in the possession of such individuals, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule, for the time period from January 1, 2013 forward.

REQUEST NO. 10:

For each copyright owner, record company, artist or composer that has accepted a Direct License, all documents constituting reports provided to the licensor by Sirius XM pursuant to the terms of the Direct License, including but not limited to reports of use, statements of account, and payment histories.

RESPONSE TO REQUEST NO. 10:

Sirius XM objects to the request for "all documents constituting reports" as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Sirius XM further objects to the request as a "broad, nonspecific discovery request" disallowed by 37 C.F.R. § 351.5(b)(1). Sirius XM also objects to the request to the extent that it requests documents for the time period prior to January 1, 2013. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will produce documents sufficient to show periodic usage and payment data for each Direct Licensee for the time period from January 1, 2013 forward.

REQUEST NO. 11:

All documents referring or relating to Sirius XM's plans and strategies for direct licensing of sound recordings, or analyzing the economics of actual or potential direct licenses or of the strategy of entering into direct licenses more broadly.

RESPONSE TO REQUEST NO. 11:

Sirius XM objects to the request for "all documents" as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Sirius XM further objects to the request as a "broad, nonspecific discovery request" disallowed by 37 C.F.R. § 351.5(b)(1). Sirius XM also objects to the request to the extent that it requests documents for the time period prior to January 1, 2013. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will identify the Sirius XM personnel and MRI personnel most likely to have documents and produce such final versions of responsive analyses, presentations, memoranda, or similar documents in the possession of such individuals, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule for the time period January 1, 2013 forward.

REQUEST NO. 12:

All documents referring or relating to the impact or effect of playing direct-licensed sound recordings, and increases or decreases thereof, on subscriber levels, churn rates, listening levels, and subscriber satisfaction.

RESPONSE TO REQUEST NO. 12:

Sirius XM objects to the request for "all documents" as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Sirius XM further objects to the request as a "broad, nonspecific discovery request" disallowed by 37 C.F.R. § 351.5(b)(1). Sirius XM also objects to the request to the extent that it requests documents for the time period prior to January 1, 2013. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will identify the Sirius XM personnel most likely to have documents and produce final versions of responsive analyses, presentations,

memoranda, or similar documents in the possession of such individuals, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule for the time period January 1, 2013 forward.

REQUEST NO. 13:

All documents referring or relating to whether the sound recordings of a copyright owner, record company, artist or composer are “over-indexed” on Sirius XM’s webcasting service as compared to its SDARS service. For purposes of this request, “over-indexed” means that the sound recording royalties as calculated by Sirius XM pursuant to its Direct License agreements, based on the number of performances (*i.e.*, number of plays times the number of listeners for each play) on Sirius XM’s webcasting service, are or may be higher than the sound recording royalties for the same licensor calculated pursuant to the methodology based on the number of plays on the SDARS service.

RESPONSE TO REQUEST NO. 13:

Sirius XM objects to the request for “all documents” as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Sirius XM further objects to the request as a “broad, nonspecific discovery request” disallowed by 37 C.F.R. § 351.5(b)(1). Sirius XM also objects to the request to the extent that it requests documents for the time period prior to January 1, 2013. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will identify the Sirius XM personnel most likely to have documents and produce such documents in the possession of such individuals, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule for the time period January 1, 2013 forward.

REQUEST NO. 14:

All OEM agreements currently in effect.

RESPONSE TO REQUEST NO. 14:

Sirius XM objects to the request as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will reconsider

this request if and when such agreements become relevant to the written direct statement of a participant in this proceeding.

REQUEST NO. 15:

All content agreements currently in effect entered into by Sirius XM for sports, talk, news, and all other non-music content.

RESPONSE TO REQUEST NO. 15:

Sirius XM objects to the request for “all content agreements” as overbroad and unduly burdensome. Sirius XM also objects to this request to the extent that it seeks documents that are not relevant to this rate-setting proceeding, which involves rates for sound-recording performances. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM is willing to meet and confer with SoundExchange to discuss producing a portion of documents responsive to this request that exceed an agreed-upon threshold of materiality or significance (e.g., certain channel-level agreements).

REQUEST NO. 16:

Documents sufficient to show the amount of money or other compensation that Sirius XM has expended or is expending for non-music content, separately for each content provider and in the aggregate.

RESPONSE TO REQUEST NO. 16:

Sirius XM objects to the request as overbroad and unduly burdensome. Sirius XM also objects to this request to the extent that it seeks documents that are not relevant to this rate-setting proceeding, which involves rates for sound-recording performances. Sirius XM further objects to Request No. 16 to the extent it is duplicative of Request No. 15. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM is willing to meet and confer with SoundExchange to discuss producing

information responsive to this request involving content that exceeds an agreed-upon threshold of materiality or significance.

REQUEST NO. 17:

All documents constituting, reflecting or referring to the negotiation of Howard Stern's most recent contract renewal.

RESPONSE TO REQUEST NO. 17:

Sirius XM objects to the request for "all documents" as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Sirius XM further objects to the request as a "broad, nonspecific discovery request" disallowed by 37 C.F.R. § 351.5(b)(1). Sirius XM further objects to this request to the extent it is duplicative of Request Nos. 15 and 16.

REQUEST NO. 18:

All agreements with Performing Rights Organizations ("PROs") currently in effect, and all agreements with other entities for the licensing of musical works currently in effect, and documents sufficient to show Sirius XM's payments to the PROs and other such entities on an annual basis since January 1, 2013.

RESPONSE TO REQUEST NO. 18:

Sirius XM objects to this request as seeking documents that are not relevant to this rate-setting proceeding. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM produce its license agreements with ASCAP, BMI, SESAC, and GMR, and documents sufficient to show annual payments to those entities, for the period commencing January 1, 2013.

REQUEST NO. 19:

All agreements for the licensing, or otherwise authorizing the performance of, pre-1972 sound recordings since January 1, 2013.

RESPONSE TO REQUEST NO. 19:

Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM produce such documents responsive to Request No. 19 as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule.

REQUEST NO. 20:

All agreements with copyright owners, record companies, artists or composers for recording sessions, creation of exclusive content, appearances on Sirius XM, channels dedicated a particular artist, composer or record company, and similar agreements since January 1, 2015.

RESPONSE TO REQUEST NO. 20:

Sirius XM objects to the request as overbroad and unduly burdensome. Sirius XM also objects to this request to the extent that it seeks documents that are not relevant to this rate-setting proceeding, including agreements with “composers.” Sirius XM further objects to Request No. 20 to the extent it is duplicative of Request Nos. 15 and 16. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will produce releases, waivers, and similar agreements concerning artist appearances on Sirius XM during the identified time period, as well as agreements covering artist-specific channels.

REQUEST NO. 21:

All audited and unaudited financial statements, at every level of specificity at which they are created or maintained, including but not limited to income statements, balance sheets, projections, profit and loss statements, budgets, and cash flow statements, together with all supporting schedules, analyses and other materials related to, or used to support such statements.

RESPONSE TO REQUEST NO. 21:

Sirius XM objects to Request No. 21 to the extent the requested documents are publicly available in Sirius XM’s public financial filings. Sirius XM further objects to this Request for “every level of specificity” as overbroad, unduly burdensome, and as seeking a level of detail that is not relevant to this proceeding. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM states that it will produce

copies of its annual operating budgets and operating plans for 2013-2016, and presentations made to the Sirius XM board of directors, including annual budgets, which display additional monthly financial details for those years. Sirius XM also refers SoundExchange to its responses and objections to Requests 22 and 23.

REQUEST NO. 22:

Documents sufficient to show Sirius XM's total annual expenses, each source or category of expense incurred by Sirius XM and the amount of each such source or category of expense, including but not limited to expenses from the following categories: (a) royalties for musical compositions; (b) royalties for sound recordings subject to the statutory license at issue in this proceeding; (c) royalties for sound recordings covered by Direct Licenses; (d) royalties for sound recordings subject to other statutory licenses; (e) marketing costs; (f) costs associated with promoting artists and sound recordings; (g) expenses related to music content programming; (h) expenses related to non-music content programming; (i) expenses related to equipment development and manufacturing; (j) expenses related to Sirius XM's satellites and repeater network; (k) bandwidth for internet transmissions; (l) incentives to OEMs; (m) overhead, including, without limitation, salaries, health insurance, telephone, internet, facilities, etc.; (n) capital expenditures; and (o) all other significant expenses, identified individually, to the extent not otherwise produced in response to this request.

RESPONSE TO REQUEST NO. 22:

Sirius XM objects to Request No. 22 to the extent the requested documents are publicly available in Sirius XM's public financial filings. Sirius XM also objects to the request as confusing in that it contains two subparts (k). Sirius XM further objects to the extent this request is duplicative of Request No. 21. Sirius XM also objects that subparts (a), (d), (g), (h), and both subparts (k) seek information that is not relevant to this proceeding. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will produce the documents identified in response to Requests No. 21 and 24, which provide the requested information at a reasonable and relevant level of detail.

REQUEST NO. 23:

Documents sufficient to show Sirius XM's total annual revenues, each source or category of revenue generated by Sirius XM and the amounts of such source or category of revenue, including but not limited to revenue from the following categories: (a) subscriptions (broken down by subscription package); (b) the U.S. Music Royalty Fee; (c) customer activation fees; (d)

advertising; (e) CD sales; (f) receiver and other related equipment sales; (g) automotive partnerships; (h) rental car companies; (i) airline companies; (j) any other third party licensed to transmit Sirius XM's programming; (k) sales of portable radios and similar devices; (l) data services; (m) royalties and other revenue; (n) all other significant revenue, identified individually, to the extent not otherwise produced in response to this request.

RESPONSE TO REQUEST NO. 23:

Sirius XM objects to Request No. 23 to the extent the requested documents are publicly available in Sirius XM's public financial filings. Sirius XM further objects that this Request to the extent it is duplicative of Request No. 21. Sirius XM further objects that this request seeks information and a level of detail that is irrelevant to this proceeding. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will produce the documents identified in response to Requests No. 21 and 24, which provide the requested information at a reasonable and relevant level of detail.

REQUEST NO. 24:

All short-term and long-term financial projections, forecasts, budgets or analyses, reflecting the projected future financial condition, profits, losses, costs, revenues, subscribers and other measures of Sirius XM's performance up to and including the year 2022, including but not limited to projections or other forecasts concerning revenues, broken down by category or source of revenue and year, and costs, broken down by category of cost and year.

RESPONSE TO REQUEST NO. 24:

Sirius XM objects to the request for "all" projections, forecasts, budgets or analyses as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Sirius XM further objects to the request as a "broad, nonspecific discovery request" disallowed by 37 C.F.R. § 351.5(b)(1). Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will produce (a) annual final budgets (with underlying detail); (b) annual final internal operating plans and operating budgets; and (c) final versions of Sirius XM's most recent annual Long-Range Plan.

REQUEST NO. 25:

Documents sufficient to show Sirius XM's estimation of its variable costs of providing its SDARS service from 2013 through the present, as well as any projections of future variable costs of providing the SDARS service through 2022.

RESPONSE TO REQUEST NO. 25:

Sirius XM objects to Request No. 25 to the extent the requested information is publicly available in Sirius XM's public financial filings. Sirius XM further objects to the extent the request is duplicative of Request Nos. 21, 22 and 24. Sirius XM also objects that the term "variable costs" is vague and not defined. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM states that to the best of its knowledge the company does not create reports or analyses summarizing company-wide variable costs in the ordinary course of business, other than to the extent variable costs are included in the documents that will be produced in response to requests 21 and 24.

REQUEST NO. 26:

All business plans and documents related to strategies and strategic planning for Sirius XM's SDARS service.

RESPONSE TO REQUEST NO. 26:

Sirius XM objects to the request for "all business plans and documents" as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Sirius XM further objects to the request as vague and as a "broad, nonspecific discovery request" disallowed by 37 C.F.R. § 351.5(b)(1). Sirius XM also objects that this request is duplicative of other, more specific requests, in response to which Sirius XM will be producing various business plans and strategic plans.

REQUEST NO. 27:

All documents or presentations provided or presented to potential or actual investors, financial or investment analysts, potential or actual lenders, members of the Board of Directors, or any others concerning the projected costs, revenues, profits, losses, financial condition, subscribers, business plans and strategies of Sirius XM or the satellite radio industry, including but not limited to the royalty rate for the performance of sound recordings, Sirius XM's Direct

License initiative and the U.S. Music Royalty Fee, as well as materials used in preparation for such documents or presentations, and documents used to prepare for calls or meetings with any such individuals.

RESPONSE TO REQUEST NO. 27:

Sirius XM objects to the request for “all documents or presentations” provided to “any others,” as well as documents related to the “business plans and strategies of Sirius XM or the satellite radio industry” generally, as well as “materials used in preparation for such documents or presentations, and documents used to prepare for calls or meetings” as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Sirius XM further objects to the request as a “broad, nonspecific discovery request” disallowed by 37 C.F.R. § 351.5(b)(1). Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will identify the Sirius XM personnel most likely to have responsive documents and produce final versions of responsive presentations, memoranda and analyses provided to investors, analysts, and the Board of Directors in the possession of such individuals, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule.

REQUEST NO. 28:

All documents reflecting Sirius XM’s customer churn rates, including without limitation documents reflecting Sirius XM’s analysis of the impact or potential impact of actual or potential changes in its subscription prices or the Music Royalty Fee on subscriber levels or churn rates.

RESPONSE TO REQUEST NO. 28:

Sirius XM objects to the request for “all documents” as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Sirius XM further objects to the request as a “broad, nonspecific discovery request” disallowed by 37 C.F.R. § 351.5(b)(1). Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will produce documents sufficient to show periodic churn rates

from January 1, 2013 forward, and will identify the Sirius XM personnel most likely to have responsive documents and produce final versions of any responsive analyses, presentations, or other memoranda of the impact of actual or potential changes in its subscription prices or the Music Royalty Fee on subscriber levels or churn rates in the possession of such individuals, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule.

REQUEST NO. 29:

All documents related to Sirius XM's strategies, projections, plans, and income from the U.S. Music Royalty Fee, including but not limited to all documents, plans, studies, projections, communications, or analyses about past implementation and changes to the U.S. Music Royalty Fee and any actual or potential future changes, the number of subscribers currently assessed the U.S. Music Royalty Fee, the method of computing or calculating the U.S. Music Royalty Fee to be assessed, and the amount of monthly revenue collected through application of the U.S. Music Royalty Fee.

RESPONSE TO REQUEST NO. 29:

Sirius XM objects to the request for "all documents" and "communications" as overbroad and unduly burdensome. Sirius XM further objects to this request as seeking documents and information that are not relevant to this proceeding. Sirius XM further objects to the request as a "broad, nonspecific discovery request" disallowed by 37 C.F.R. § 351.5(b)(1). Sirius XM also objects to Request No. 29 as duplicative of Request 28. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will identify the Sirius XM personnel most likely to have responsive documents and produce (a) documents sufficient to show the amount of monthly revenue collected through application of the U.S. Music Royalty Fee; and (b) final versions of analyses, memoranda, and presentations in the possession of such individuals, if any, concerning the subscriber impact of the U.S. Music Royalty, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule.

REQUEST NO. 30:

Documents sufficient to show the number of subscribers to each type of subscription and subscription package, including any and all mostly non-music packages, and individual month-to-month subscriptions, business establishment subscriptions, family plan subscriptions, annual subscriptions, lifetime subscriptions, and any other subscription type, and the monthly pricing basis and amount of revenue from each type of subscription and subscription package on an annual basis.

RESPONSE TO REQUEST NO. 30:

Sirius XM objects to this Request to the extent it is duplicative of Request 23. Sirius XM further objects to this request as seeking information and a level of detail that is not relevant to this proceeding. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will produce information sufficient to show periodic subscriber counts for Sirius XM's various packages from January 1, 2013, forward, and refers SoundExchange to its responses and objections to Request 23 with respect to the request for revenue information.

REQUEST NO. 31:

Documents sufficient to show Sirius XM's current and projected satellite, network and other capital expenses, depreciation, and plans for financing or paying for such expenses through 2022.

RESPONSE TO REQUEST NO. 31:

Sirius XM objects to Request No. 31 to the extent that it is duplicative of the prior requests. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will identify the Sirius XM personnel most likely to have responsive documents and produce documents sufficient to show the requested information in the possession of such individuals, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule.

REQUEST NO. 32:

Documents sufficient to show Sirius XM's planned satellite launch schedules through 2022, satellite insurance costs, and documents related to any plans to or consideration of self-insuring.

RESPONSE TO REQUEST NO. 32:

Sirius XM objects to Request No. 32 to the extent that it is duplicative of the prior requests. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will identify the Sirius XM personnel most likely to have responsive documents and produce documents sufficient to show the requested information in the possession of such individuals, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule.

REQUEST NO. 33:

All analyst reports and transcripts of earning calls related to Sirius XM.

RESPONSE TO REQUEST NO. 33:

Sirius XM objects to the request for "all analyst reports and transcripts" as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Sirius XM further objects to the request as a "broad, nonspecific discovery request" disallowed by 37 C.F.R. § 351.5(b)(1). Sirius XM also objects to the extent that such documents may be obtained by SoundExchange from some other source that is more convenient, less burdensome, or less expensive, including documents that are publicly available or otherwise accessible to, or in the possession of, SoundExchange or its representatives, attorneys, agents, or members. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will identify the Sirius XM personnel most likely to have responsive documents and produce responsive documents in the files of such individuals, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule.

REQUEST NO. 34:

Documents sufficient to show Sirius XM's level of indebtedness and debt maturities through 2022.

RESPONSE TO REQUEST NO. 34:

Sirius XM objects to Request No. 34 on the grounds that the requested information is publicly available in Sirius XM's public securities filings, and directs SoundExchange to consult those filings as well as documents produced in response to Requests 21 and 24 in this proceeding.

REQUEST NO. 35:

All documents related to any stock buy-backs or planned stock buy-backs, including the number of shares purchased and the timing and price of purchases.

RESPONSE TO REQUEST NO. 35:

Sirius XM objects to Request No. 34 on the grounds that the requested information is publicly available in Sirius XM's public securities filings.

REQUEST NO. 36:

Documents sufficient to show Sirius XM's hosting and bandwidth costs for its webcasting service.

RESPONSE TO REQUEST NO. 36:

Sirius XM objects that Request No. 36 calls for the production of documents that are not relevant to the issues in this proceeding, and directs SoundExchange to consult documents produced in response to Requests 21 and 24 in this proceeding.

REQUEST NO. 37:

All documents related to the results of surveys of Sirius XM's subscribers and/or other consumers, including but not limited to surveys related to the reasons that people subscribe or listen to Sirius XM, the reasons they have discontinued their subscriptions, subscribers' favorite channels or types of programming and/or the channels or types of programming they listen to most, the amount of time that subscribers listen to Sirius XM's service or particular channels or channel types, the willingness of Sirius XM's subscribers or potential subscribers to pay current or increased subscription rates and the US Music Royalty Fee, the value of music content to Sirius XM's subscribers and potential subscribers, and the extent, if any, to which subscribing to

Sirius XM has increased or decreased a subscriber's purchases of recorded music or use of music streaming services.

RESPONSE TO REQUEST NO. 37:

Sirius XM objects to the request for "all documents" as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Sirius XM further objects to the request as a "broad, nonspecific discovery request" disallowed by 37 C.F.R. § 351.5(b)(1). Sirius XM also objects to this request to the extent that it is duplicative of Request No. 28. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will identify the Sirius XM personnel most likely to have responsive documents and produce final versions of relevant surveys in the possession of such individuals, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule.

REQUEST NO. 38:

Documents related to analysis of Sirius XM's pricing, including but not limited to any analyses of the elasticity of demand for Sirius XM's SDARS service, and including Sirius XM's ability to raise prices in the upcoming rate period and the potential impact of any such increase.

RESPONSE TO REQUEST NO. 38:

Sirius XM objects to the request as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Sirius XM further objects to the request as a "broad, nonspecific discovery request" disallowed by 37 C.F.R. § 351.5(b)(1). Sirius XM also objects to the request to the extent that it is duplicative of Request No. 28. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will identify the Sirius XM personnel most likely to have responsive documents and produce final versions of any responsive analyses, presentations, or other memoranda in the possession of such individuals, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule.

REQUEST NO. 39:

Documents related to any plans or potential plans to increase or reduce Sirius XM's subscription prices.

RESPONSE TO REQUEST NO. 39:

Sirius XM objects to the request as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Sirius XM further objects to the request as a "broad, nonspecific discovery request" disallowed by 37 C.F.R. § 351.5(b)(1). Sirius XM also objects to the request to the extent that it is duplicative of Request Nos. 28 and 38. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will identify the Sirius XM personnel most likely to have responsive documents and produce final versions of any responsive analyses, presentations, or other memoranda in the possession of such individuals, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule.

REQUEST NO. 40:

Documents sufficient to show Sirius XM's computations or calculations of its monthly "Gross Revenues" as defined in 37 CFR § 382.11 and royalty payments as specified in 37 CFR §§ 382.12 & .13, including documents sufficient to show the amounts excluded from Gross Revenue or royalty payments under the regulations, and the basis for each exclusion.

RESPONSE TO REQUEST NO. 40:

Sirius XM objects to Request No. 40 as overbroad and unduly burdensome in seeking the requested information for every month since January 2013. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM states that it will produce documents sufficient to summarize its monthly payment calculations for the period, including backup information displaying the calculation methodology used throughout the period.

REQUEST NO. 41:

Documents sufficient to show any impact that wifi-connected cars have had, or are projected to have, on Sirius XM's SDARS service, including without limitation any analyses or projections of the number of wifi-connected cars existing currently or projected to exist through 2022.

RESPONSE TO REQUEST NO. 41:

Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will identify the Sirius XM personnel most likely to have responsive documents and produce final versions of any responsive analyses, presentations, or other memoranda in the possession of such individuals, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule.

REQUEST NO. 42:

Documents constituting or relating to any strategic or business plans for addressing competition between Sirius XM's SDARS service and content providers whose services are or will become available in wifi-connected cars.

RESPONSE TO REQUEST NO. 42:

Sirius XM objects to the request as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will identify the Sirius XM personnel most likely to have responsive documents and produce final versions of any responsive analyses, presentations, or other memoranda in the possession of such individuals, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule.

REQUEST NO. 43:

Documents discussing or analyzing any current or anticipated future competitors with Sirius XM's SDARS service, including the identities of such competitors by name or type of service, the nature of the competitive services offered or anticipated, and the market characteristics for each existing or anticipated competitor, including without limitation the service offerings, target markets, cost structures, price levels, and demand elasticities for such competitors.

RESPONSE TO REQUEST NO. 43:

Sirius XM objects to the request as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will identify the Sirius XM personnel most likely to have responsive documents and produce final versions of any responsive analyses, presentations, or other memoranda in the possession of such individuals, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule.

REQUEST NO. 44:

Documents related to any purported promotional or substitutional value or effect of Sirius XM's SDARS service on the sale, streaming or licensing of sound recordings, including documents quantifying any such promotional or substitutional value or effect.

RESPONSE TO REQUEST NO. 44:

Sirius XM objects to the request for "documents related" as overbroad, unduly burdensome, and as seeking documents that are not relevant to this proceeding. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM will identify the Sirius XM personnel most likely to have responsive documents and produce final versions of any responsive analyses, presentations, or other memoranda in the possession of such individuals, if any, as reasonably can be identified and reviewed in the time allowed by the Discovery Schedule.

REQUEST NO. 45:

Documents sufficient to show in detail the expected functionality, pricing and roll-out plans of SXM17, including the projected financial impact on Sirius XM.

RESPONSE TO REQUEST NO. 45:

Sirius XM objects to this request to the extent that it seeks documents that are not relevant to this rate-setting proceeding. Subject to the foregoing General Objections, Objections

to Definitions and Instructions, and Specific Objections, Sirius XM will identify the Sirius XM personnel most likely to have responsive documents and produce documents in the possession of such individuals, if any, sufficient to show the requested information.

REQUEST NO. 46:

All documents used or relied on as a basis for your proposed rates or terms.

RESPONSE TO REQUEST NO. 46:

Sirius XM objects to this request as premature. Subject to the foregoing General Objections, Objections to Definitions and Instructions, and Specific Objections, Sirius XM states that it will produce responsive documents, to the extent that they are not privileged or already being produced pursuant to the prior requests, after they have been identified.

Respectfully submitted,

July 19, 2016

/s/ Todd Larson
R. Bruce Rich
Todd D. Larson
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Fax: (212) 310-8007
r.bruce.rich@weil.com
todd.larson@weil.com

Counsel for Sirius XM Radio Inc.

CERTIFICATE OF SERVICE

I hereby certify that a copy of Sirius XM's Responses and Objections to SoundExchange Inc.'s First Set of Requests for Production of Documents has been served by email and first class mail on this 19th day of July, 2016 on the following persons:

David Handzo Michael DeSanctis Steven Englund Jared Freedman JENNER & BLOCK LLP 1099 New York Ave., NW, Suite 900 Washington, DC 20001 P: 202-639-6000 F: 202-639-6066 dhandzo@jenner.com mdesanctis@jenner.com senglund@jenner.com jfreedman@jenner.com <i>Counsel for SoundExchange (SX); The American Federation of Musicians of the United States and Canada (AFM); Screen Actors Guild and American Federation of Television and Radio Artists (SAG-AFTRA); American Association of Independent Music (A2IM); Universal Music Group (UMG); Sony Music Entertainment (SME); Warner Music Group (WMG); Recording Industry Association of America (RIAA)</i>	Paul Fakler Eric Roman Xiyin Tang ARENT FOX LLP 1675 Broadway New York, NY 10019-5874 P: 212-484-3900 F: 212-484-3990 Paul.fakler@arentfox.com Eric.roman@arentfox.com Xiyin.tang@arentfox.com Martin Cunniff Jackson Toof Ross Panko ARENT FOX LLP 1717 K Street, N.W. Washington, DC 20006-5344 P: 202-857-6000 F: 202-857-6395 Martin.cunniff@arentfox.com Jackson.toof@arentfox.com Ross.panko@arentfox.com <i>Counsel for Music Choice</i>
---	---

<p>Benjamin Marks Elisabeth Sperle Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, NY 10153 P: 212-310-8000 F: 212-310-8007 benjamin.marks@weil.com elisabeth.sperle@weil.com</p>	
---	--

Counsel for Muzak LLC

/s/ Elisabeth M. Sperle

EXHIBIT B

Before the
UNITED STATES COPYRIGHT ROYALTY JUDGES
Library of Congress
Washington, D.C.

In the Matter of:

**Determination of Royalty Rates and Terms
for Transmission of Sound Recordings by
Satellite Radio and "Preexisting"
Subscription Services (SDARS III)**

Docket No. 16-CRB-0001-SR/PSSR (2018-2022)

**MUSIC CHOICE'S RESPONSES AND OBJECTIONS TO SOUNDEXCHANGE'S
FIRST SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS**

Pursuant to 17 U.S.C. § 803(b)(6)(C)(v) and 37 C.F.R. § 351.5(b), Music Choice serves these Responses and Objections to SoundExchange's First Set of Requests for Production of Documents (the "Requests").

GENERAL RESPONSES AND OBJECTIONS

1. Music Choice objects to the Requests as overbroad and unduly burdensome to the extent any Request would require Music Choice to spend an unreasonable or disproportionate amount of time, effort, and resources in order to respond when balanced against the potential probative value of the documents requested, and to the extent that full compliance with any Request is not possible in the time allowed by the discovery schedule.

2. Music Choice objects to the Requests as irrelevant to the extent they call for the production of documents that are not relevant to the issues in this proceeding, including without limitation to the extent they are not related to potential benchmarks or other economic methodologies useful for determining the rates or terms of the preexisting subscription services license or are not related to any of the policy factors set forth in 17 U.S.C. § 801(b)(1) (the "Section 801(b) Factors").

3. Music Choice objects to the Requests to the extent they or the Definitions and Instructions contained therein cause any part of the Requests to be vague, ambiguous, and/or confusing.

4. Music Choice objects to the Requests and the Definitions and Instructions contained therein to the extent that SoundExchange seeks to impose on Music Choice any obligation different from and broader than that provided for, required by, or permitted by the Copyright Act and any applicable regulations, rules, case law, or future court orders governing the proper scope, timing and extent of discovery in this proceeding.

5. Music Choice objects to the Requests to the extent they call for the production of documents the discovery of which is cumulative, duplicative, or may be obtained by SoundExchange from some other source that is more convenient, less burdensome, or less expensive, including documents that are publicly available or otherwise accessible to, or in the possession of, SoundExchange or its representatives, attorneys, agents, or members.

6. Music Choice objects to the Requests insofar as they call for the production of documents, including drafts, that: (1) were prepared for, or in anticipation of, litigation; (2) constitute attorney work product; (3) contain confidential attorney-client communications; (4) are subject to common interest privilege; or (5) are otherwise privileged, protected or subject to exemption from disclosure by any statute, rule, regulation, common law, or other principle, or any other basis recognized under applicable law.

7. Music Choice objects to the Requests to the extent that, for certain categories, they seek "all" documents concerning a particular subject, on the grounds that such requests are overbroad and unduly burdensome in the limited time frame provided for review and production of documents in this proceeding, and that such requests seek documents that do not satisfy the

criteria of relevancy applicable to this proceeding. In conducting a search for relevant and responsive documents, Music Choice will make inquiries to Music Choice witnesses in this proceeding and those other Music Choice employees who are reasonably likely to have responsive, relevant documents, and will produce documents, as more fully described in the Specific Objections and Responses below, that can reasonably be gathered, reviewed, and produced in the time allowed under the governing discovery schedule.

8. Music Choice objects to the Requests to the extent they seek production of information regarding Music Choice's commercial service or any other service offering other than Music Choice's residential music service. Subject to its General Objections, Objections to Instructions and Definitions, and Specific Objections and Responses below, Music Choice will produce responsive documents regarding its residential music service.

9. Music Choice objects to the Requests to the extent they seek production of confidential, proprietary, or other commercially sensitive information. Music Choice will produce documents containing such information only to the extent required by and subject to the terms of the Protective Order issued in this proceeding.

10. Music Choice's objections and responses, and omissions from the objections and responses, are not and should not be deemed to be an admission of the existence or non-existence of any documents or information or of the relevance or admissibility of any documents or information produced.

11. Music Choice has made, and will continue to make, a good-faith, reasonable effort to search for and retrieve responsive documents and/or information, and reserves the right to supplement its production in response to the Requests.

OBJECTIONS TO DEFINITIONS AND INSTRUCTIONS

1. Music Choice objects to the definition of “You” and “your” as overbroad, unduly burdensome and irrelevant to the extent it includes “witnesses and experts submitting testimony in this proceeding as part of the written direct case of Music Choice.” Music Choice’s witnesses and experts do not appear in this proceeding in their personal capacity. The production of documents in their personal possession, custody and control would require a disproportionate amount of time, effort and resources and would be unlikely to reveal probative information.

2. Music Choice objects to the instruction that “[d]ocuments sought in these requests include documents . . . previously within your knowledge, possession, or control” as overbroad, unduly burdensome and irrelevant. The production of documents “previously” within Music Choice’s knowledge, possession or control is impracticable, as Music Choice would have to affirmatively seek out knowledge of responsive documents and take steps to gain possession or control of documents in the possession and control of third parties. Such efforts would require disproportionate amounts of time, effort and resources and would be unlikely to lead to the production of probative documents. Music Choice further objects to this instruction to the extent it seeks the production of documents “in the possession, custody, or control of Music Choice’s attorneys, agents, employees, representatives, or any other persons or entities directly or indirectly employed by or connected with Music Choice.” The collection and production of documents in the personal possession, custody, or control of Music Choice’s attorneys, agents, employees, representatives, or any other persons or entities directly or indirectly employed by or

connected with Music Choice would require disproportionate amounts of time, effort and resources and would be unlikely to lead to the production of probative documents.

3. Music Choice objects to the instruction that “[d]ocuments created outside of the relevant time period but that reference or relate to the relevant time period are responsive” as overbroad, unduly burdensome, or irrelevant. Subject to its General Objections, Objections to Instructions and Definitions, and Specific Objections and Responses below, Music Choice will produce documents created or modified from January 1, 2013 to the present.

SPECIFIC OBJECTIONS AND RESPONSES

REQUEST NO. 1:

All audited and unaudited financial statements, at every level of specificity at which they are created or maintained, including but not limited to income statements, balance sheets, projections, profit and loss statements, budgets, and cash flow statements, together with all supporting schedules, analyses and other materials related to, or used to support such statements.

RESPONSE TO REQUEST NO. 1:

Music Choice objects to Request No. 1 as vague, overbroad, unduly burdensome and irrelevant to the extent it seeks “other materials related to, or used to support such statements.” Subject to its General Objections, Objections to Instructions and Definitions, and Specific Objections to this Request, Music Choice will produce all audited financial statements. annual unaudited financial statements, and quarterly unaudited financial statements for any periods not covered by annual statements, as maintained in the ordinary course of business for the years 2013 through the present.

REQUEST NO. 2:

Documents sufficient to show Music Choice’s total annual expenses, each source or category of expense incurred by Music Choice and the amount of each such source or category

of expense, including but not limited to expenses from the following categories: (a) royalties for musical compositions; (b) royalties for sound recordings; (c) expenses related to music content programming; (d) expenses related to on-screen displays; (e) marketing costs; (f) costs associated with promoting artists and recordings; (g) overhead, including, without limitation, salaries, health insurance, telephone, internet, facilities, etc.; (h) depreciation expenses, including a breakdown of depreciation expense related to residential service, commercial service, on-demand music video service, and the SWRV video channel; and (i) all other significant expenses, identified individually, to the extent not otherwise produced in response to this request.

RESPONSE TO REQUEST NO. 2:

Music Choice objects to Request No. 2 as overbroad, unduly burdensome and irrelevant to the extent it seeks documents concerning "each source or category of expense" incurred by Music Choice, and to the extent it seeks any information regarding Music Choice's commercial service or any service other than Music Choice's residential music service. Music Choice further objects on the ground that the phrase "all other significant expenses" is vague. Subject to its General Objections, Objections to Instructions and Definitions, and Specific Objections to this Request, Music Choice will produce documents sufficient to show the various categories and amounts of expenses related to its residential music service, as those categories are routinely tracked in the ordinary course of business by Music Choice.

REQUEST NO. 3:

Documents sufficient to show Music Choice's total annual revenues, each source or category of revenue generated by Music Choice, and the amounts of such source or category of revenue, including but not limited to revenue from the following categories: (a) subscriptions for Music Choice's residential service; (b) subscriptions for Music Choice's commercial service; (c) advertising on Music Choice's commercial service; (e) on-demand music video service for the cable affiliates; (f) CD sales; (g) agreements with affiliates, both cable and other, for the transmission of Music Choice's services; (h) the SWRV video channel; and (i) all other significant sources of revenue, identified individually, to the extent not otherwise produced in response to this request.

RESPONSE TO REQUEST NO. 3:

Music Choice objects to Request No. 3 as overbroad, unduly burdensome and irrelevant to the extent it seeks documents concerning “each source or category of revenue” generated by Music Choice, and to the extent it seeks any information regarding Music Choice’ commercial service or any service other than Music Choice’s residential music service. Music Choice further objects on the ground that the phrase “all other significant sources of revenue” is vague. Subject to its General Objections, Objections to Instructions and Definitions, and Specific Objections to this Request, Music Choice will produce documents sufficient to show the various categories and amounts of revenues generated by its residential music service, as those categories are routinely tracked in the ordinary course of business by Music Choice.

REQUEST NO. 4:

All short-term and long-term financial projections, forecasts, budgets or analyses, reflecting the projected future financial condition, profits, losses, costs, revenues, subscribers and other measures of Music Choice’s performance up to and including 2022, including but not limited to projections or other forecasts broken down by categories and year.

RESPONSE TO REQUEST NO. 4:

Music Choice objects to Request No. 4 as overbroad, unduly burdensome and irrelevant to the extent it seeks documents concerning Music Choice’s commercial service or any service other than Music Choice’s residential music service. Subject to its General Objections, Objections to Instructions and Definitions, and Specific Objections to this Request, Music Choice will produce responsive the company’s formal reports, studies, presentations or memoranda concerning its residential music service, to the extent such documents are in Music Choice’s possession, custody, or control.

REQUEST NO. 5:

Documents sufficient to show all of Music Choice's costs associated with its performances of sound recordings subject to the statutory license at issue in this proceeding.

RESPONSE TO REQUEST NO. 5:

Music Choice objects to Request No. 5 as duplicative of Request No. 2. Music Choice incorporates by reference its responses to Request No. 2, *supra*.

REQUEST NO. 6:

Documents sufficient to show all of Music Choice's costs associated with its performances of sound recordings not subject to the statutory license at issue in this proceeding.

RESPONSE TO REQUEST NO. 6:

Music Choice objects to Request No. 6 as overbroad, unduly burdensome, and irrelevant.

REQUEST NO. 7:

Documents sufficient to show estimations of variable costs of providing the residential service from 2013 through the present, plus any projections of future variable costs through 2022.

RESPONSE TO REQUEST NO. 7:

Subject to its General Objections and Objections to Instructions and Definitions, Music Choice will produce responsive formal reports, studies, presentations or memoranda materially discussing or showing estimations of variable costs of providing the residential service from 2013 through the present, and any projections of future variable costs of providing the residential service through 2022, to the extent such documents are in Music Choice's possession, custody, or control.

REQUEST NO. 8:

All business plans or documents related to strategies for the residential service.

RESPONSE TO REQUEST NO. 8:

Music Choice objects to Request No. 8 as overbroad, unduly burdensome and irrelevant to the extent it seeks "all" business plans or documents. Subject to its General Objections, Objections to Instructions and Definitions, and Specific Objections to this Request, Music Choice will produce the company's responsive formal reports, studies, presentations or memoranda materially relating to strategies for the residential service, to the extent such documents are in Music Choice's possession, custody, or control.

REQUEST NO. 9:

All documents or presentations provided or presented to potential or actual investors, financial or investment analysts, members of the Board of Directors, or any others concerning the projected costs, revenues, profits, losses, financial condition, subscribers, business plans and strategies of Music Choice.

RESPONSE TO REQUEST NO. 9:

Music Choice objects to Request No. 9 as overbroad, unduly burdensome and irrelevant to the extent it seeks "all" documents. Subject to its General Objections, Objections to Instructions and Definitions, and Specific Objections to this Request, Music Choice will produce the company's responsive formal reports, studies, presentations or memoranda provided or presented to Music Choice's Board of Directors materially discussing or showing projected costs, revenues, profits, losses, financial condition, subscribers, business plans and strategies relating to its residential service, to the extent such documents are in Music Choice's possession, custody, or control.

REQUEST NO. 10:

Documents sufficient to show the ownership interest in Music Choice.

RESPONSE TO REQUEST NO. 10:

Subject to its General Objections and Objections to Instructions and Definitions, Music Choice will produce partnership agreements and charts or lists sufficient to show ownership interests in Music Choice, to the extent such documents are in Music Choice's possession, custody, or control.

REQUEST NO. 11:

All agreements between Music Choice and persons or entities owning interests in Music Choice, and any other documents necessary to show any financial arrangements between Music Choice and such persons or entities.

RESPONSE TO REQUEST NO. 11:

Music Choice objects to Request No. 11 as overbroad, unduly burdensome, and irrelevant to the extent it seeks "all" agreements and "any other documents." Subject to its General Objections, Objections to Instructions and Definitions, and Specific Objections to this Request, Music Choice will produce partnership agreements and affiliation agreements with partners relating to the residential service, to the extent such documents are in Music Choice's possession, custody, or control.

REQUEST NO. 12:

Documents sufficient to identify all multi system operators, satellite providers, cable operators or similar companies or systems that offer Music Choice's residential service to customers, including all agreements between Music Choice and those companies to carry or transmit Music Choice's residential service and programming.

RESPONSE TO REQUEST NO. 12:

Subject to its General Objections and Objections to Instructions and Definitions, Music Choice will produce all of its affiliate agreements, to the extent such documents are in Music Choice's possession, custody, or control.

REQUEST NO. 13:

For each company, documents sufficient to identify on a monthly basis the number of subscribers who receive the service through each of those companies, the channels provided through such company and Music Choice's revenue from the company.

RESPONSE TO REQUEST NO. 13:

Subject to its General Objections and Objections to Instructions and Definitions, Music Choice will produce responsive documents relating to its residential service, to the extent such documents are in Music Choice's possession, custody, or control.

REQUEST NO. 14:

All content agreements Music choice has entered into for music or other content.

RESPONSE TO REQUEST NO. 14:

Music Choice objects to Request No. 1 as irrelevant to the extent it seeks content agreements for "other content." Subject to its General Objections, Objections to Instructions and Definitions, and Specific Objections to this Request, Music Choice will produce responsive documents limited to music content for its residential service, to the extent such documents are in Music Choice's possession, custody, or control.

REQUEST NO. 15:

All documents related to the results of surveys of Music Choice's distributors, subscribers and other consumers, including but not limited to surveys related to the reasons that people subscribe or listen to the service, the time that subscribers listen to the service or

particular channels or channel types, the willingness of distributors, subscribers or potential distributors or subscribers to pay for the service, and the value of the service or its music content to distributors or subscribers.

RESPONSE TO REQUEST NO. 15:

Music Choice objects to Request No. 15 as overbroad, unduly burdensome and irrelevant to the extent it seeks "all" such documents and to the extent it seeks documents unrelated to the residential service. Subject to its General Objections, Objections to Instructions and Definitions, and Specific Objections to this Request, Music Choice will produce responsive formal reports, studies, presentations, or memoranda materially relating to customer research surveys regarding Music Choice's residential service, including the reasons people subscribe or listen to the service or particular channels or channel types, the willingness of distributors, subscribers or potential distributors or subscribers to pay for the service, and the value of the service or its music content to distributors or subscribers, to the extent such documents are in Music Choice's possession, custody, or control.

REQUEST NO. 16:

Documents related to analysis of Music Choice's pricing, including but not limited to the price-elastic and/or price-inelastic demand for Music Choice's SDARS service, and including Music Choice's ability to raise prices in the upcoming rate period and the impact of any such increase.

RESPONSE TO REQUEST NO. 16:

Music Choice objects to Request No. 16 as overbroad, unduly burdensome and irrelevant to the extent it seeks all documents "related to analysis of Music Choice's pricing, nonsensical to the extent it seeks documents related to "Music Choice's SDARS service." Subject to its General Objections, Objections to Instructions and Definitions and Specific Objections to this Request, Music Choice will produce responsive formal reports, studies, presentations, or memoranda

materially analyzing the price elasticity of demand for the residential service, Music Choice's ability to raise prices in the upcoming rate period, or the impact of such a rate increase, to the extent such documents are in Music Choice's possession, custody, or control.

REQUEST NO. 17:

All documents relating to any purported promotional or substitutional value or effect of Music Choice's residential service on the sale, streaming or licensing of sound recordings, including documents quantifying any such promotional or substitutional value or effect.

RESPONSE TO REQUEST NO. 17:

Music Choice objects to Request No. 17 as overbroad, unduly burdensome and irrelevant to the extent it seeks "all documents relating to" the specified subject matter. Subject to its General Objections, Objections to Instructions and Definitions, and Specific Objections to this Request, Music Choice will produce responsive formal reports, studies, presentations, or memoranda materially relating to any purported promotional or substitutional value or effect of Music Choice's residential service on the sale or licensing of sound recordings, to the extent such documents are in Music Choice's possession, custody, or control.

REQUEST NO. 18:

All of Music Choice's agreements with Performing Rights Organizations ("PROs") since January 1, 2013 and documents sufficient to show Music Choice's payments to PROs on an annual basis during that period.

RESPONSE TO REQUEST NO. 18:

Subject to its General Objections and Objections to Instructions and Definitions, Music Choice will produce its agreements with PROs and documents sufficient to show its payments to PROs on an annual basis for the residential service, to the extent such documents are in Music Choice's possession, custody, or control.

REQUEST NO. 19:

All documents related to Music Choice's consideration of increased usage of sound recordings, including documents related to any consideration to introduce additional channels.

RESPONSE TO REQUEST NO. 19:

Music Choice objects to Request No. 19 as overbroad, unduly burdensome and irrelevant to the extent it seeks "all" documents. Subject to its General Objections, Objections to Instructions and Definitions, and Specific Objections to this Request, Music Choice will produce responsive formal reports, studies, presentations, or memoranda materially relating to Music Choice's consideration of increased usage of sound recordings in connection with its residential service, to the extent such documents are in Music Choice's possession, custody, or control.

REQUEST NO. 20:

All Direct Licenses for the performance of sound recordings executed by Music Choice, including all renewal agreements, amendments, extensions, and side agreements.

RESPONSE TO REQUEST NO. 20:

Subject to its General Objections and Objections to Instructions and Definitions, Music Choice will produce its direct licenses for the performance of sound recordings for the residential service, to the extent such documents are in Music Choice's possession, custody, or control.

REQUEST NO. 21:

If you plan to present any evidence relating to international royalty rates, all agreements with societies or copyright owners for the licensing of sound recordings or musical works outside the U.S.

RESPONSE TO REQUEST NO. 21:

Subject to its General Objections and Objections to Instructions and Definitions, Music Choice will produce responsive documents relating to its residential service, to the extent such documents are in Music Choice's possession, custody, or control.

REQUEST NO. 22:

All documents related to the results of surveys of Music Choice's subscribers and/or other consumers, including but not limited to surveys related to the reasons that people subscribe or listen to Music Choice, the reasons they have discontinued their subscriptions, a subscriber's favorite channels or types of programming and/or the channels or types of programming they listen to most, the amount of time that subscribers listen to Music Choice's service or particular channels or channel types, the willingness of Music Choice's subscribers or potential subscribers to pay current or increased subscription rates, the value of music content to subscribers and potential subscribers, and the extent, if any, to which subscribing to Music Choice has increased or decreased a subscriber's purchase of recorded music or use of music streaming services.

RESPONSE TO REQUEST NO. 22:

Music Choice objects to Request No. 22 to the extent it is duplicative of Request No. 15. Music incorporates by reference its responses to Request No. 15, *supra*. Subject to its General Objections, Objections to Instructions and Definitions, and Specific Objections to this Request, Music Choice will produce formal reports, studies, presentations, or memoranda responsive to this Request and not produced in response to Request No. 15, to the extent such documents are in Music Choice's possession, custody, or control.

REQUEST NO. 23:

All documents related to any analysis of or decision to pay royalties for service at the pre-existing subscription service rates (as opposed to the CabSat rates), including documents related to any cost-savings or cost comparisons between the two rates, and analyses of the relative economics of acquiring new services and their subscribers at the pre-existing services rates versus the CabSat rates.

RESPONSE TO REQUEST NO. 23:

Music Choice objects to Request No. 23 as overbroad, unduly burdensome and irrelevant to the extent it seeks “all” documents. Subject to its General Objections, Objections to Instructions and Definitions, and Specific Objections to this Request, Music Choice will produce responsive formal reports, studies, presentations, or memoranda materially analyzing the difference between the CabSat rate and the pre-existing services rate, to the extent such documents exist and are in Music Choice’s possession, custody, or control.

REQUEST NO. 24:

To the extent consistent with the parties’ agreement limiting expert discovery, all documents reviewed, consulted, relied upon, or cited in preparing the written testimony of each witness submitting testimony as part of your Written Direct Statement, including each document (including computer files) that constitutes, records, or analyzes any data and/or documents provided to the witness in connection with this proceeding. Where data was provided in a summary, chart, or compilation, provide each underlying document that was consulted or relied upon in preparing each summary, chart, or compilation, including all documents and materials identified in 37 C.F.R. §351.10.

RESPONSE TO REQUEST NO. 24:

Music Choice objects to Request 24 as not timely, and irrelevant. This Request is not properly made during initial discovery, as Music Choice has not submitted a Written Direct statement at this time.

REQUEST NO. 25:

All documents used or relied on as a basis for your proposed rates or terms.

RESPONSE TO REQUEST NO. 25:

Music Choice objects to Request No. 25 as overbroad, unduly burdensome and irrelevant to the extent it seeks “all” documents. Subject to its General Objections, Objections to

Instructions and Definitions, and Specific Objections to this Request, Music Choice will produce any documents that were directly and specifically used as the basis for Music Choice's initial rate proposal contained in Music Choice's initial disclosures, to the extent any such documents exist.

[Remainder of page intentionally left blank]

DATED: July 19, 2016

By: 

Paul M. Fakler (NY Bar No. 2940435)
Eric Roman (NY Bar No. 2827657)
John P. Sullivan (NY Bar No. 4996310)
Roger Chao (NY Bar No. 5165683)
Margaret Wheeler-Frothingham (NY Bar No. 5281191)

ARENT FOX LLP

1675 Broadway
New York, New York 10019
Telephone: (212) 484-3900
Facsimile: (212) 484-3990
paul.fakler@arentfox.com
eric.roman@arentfox.com
john.sullivan@arentfox.com
roger.chao@arentfox.com
margaret.wheeler.arentfox.com

Martin F. Cunniff (D.C. Bar No. 424219)
Jackson Toof (D.C. Bar No. 482609)
Emily Slavin (D.C. Bar No. 1014510)

ARENT FOX LLP

1717 K Street, NW
Washington, DC 20006-5344
Telephone: (202) 857-6000
Facsimile: (202) 857-6395
martin.cunniff@arentfox.com
jackson.toof@arentfox.com
emily.slavin@arentfox.com

Counsel for Music Choice Inc.

EXHIBIT C

From: Freedman, Jared O.
Sent: Friday, July 15, 2016 5:43 PM
To: Marks, Benjamin
Cc: Larson, Todd; DeSanctis, Michael B.; Trepp, Alex S.; Fakler, Paul M. (Paul.Fakler@arentfox.com)
Subject: Re: SDARS III July 1 Agreement Production
Attachments: image001.jpg

Yes thanks

Sent from my iPhone

On Jul 15, 2016, at 5:39 PM, Marks, Benjamin <benjamin.marks@weil.com> wrote:

I have lost track with all the cross-references. If the proposed agreement is:

Agreements on July 19
Preliminary disclosures on July 29

then we agree.

<image001.jpg>

Benjamin E. Marks

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
benjamin.marks@weil.com
+1 212 310 8029 Direct
+1 212 310 8007 Fax

From: Freedman, Jared O. [<mailto:JFreedman@jenner.com>]
Sent: Friday, July 15, 2016 4:35 PM
To: Larson, Todd; DeSanctis, Michael B.
Cc: Trepp, Alex S.; Fakler, Paul M. (Paul.Fakler@arentfox.com); Marks, Benjamin
Subject: RE: SDARS III July 1 Agreement Production

Thank you. Ben – also agreed by Muzak?

From: Larson, Todd [<mailto:Todd.Larson@weil.com>]
Sent: Friday, July 15, 2016 4:20 PM
To: Freedman, Jared O.; DeSanctis, Michael B.
Cc: Trepp, Alex S.; Fakler, Paul M. (Paul.Fakler@arentfox.com); Marks, Benjamin
Subject: RE: SDARS III July 1 Agreement Production

Sirius XM agrees to the proposal highlighted below, and I understand Music Choice does as well.

From: Freedman, Jared O. [<mailto:JFreedman@jenner.com>]
Sent: Wednesday, July 13, 2016 3:32 PM
To: Larson, Todd; DeSanctis, Michael B.

Cc: Trepp, Alex S.; Fakler, Paul M. (Paul.Fakler@arentfox.com); Marks, Benjamin
Subject: RE: SDARS III July 1 Agreement Production

Hi Todd,

We agree to exchange initial disclosures per the proposal I emailed you on June 14, 2:26 pm, with the exchange on July 29 instead of July 22 (and obviously excluding the first sentence of that proposal). Please let us know if you agree.

Two other issues:

1. When we talked earlier this week, I mentioned that we plan to produce agreements on July 19. I should have added that we will do so assuming you will make a reciprocal production of agreements the same day. Please confirm.

2. Your document requests have asked us to produce all documents that SoundExchange produced in the Webcasting IV proceeding. See Request No. 43 to SoundExchange. We believe that request is objectionable for several reasons (e.g., overbreadth, relevance, etc.). But there are likely some documents contained in that production that are responsive and relevant here. I suspect you are more familiar with that production than we are. And you of course know your priorities better than we do. Accordingly, please consider providing us with the Bates numbers/ranges of the documents (perhaps with a reference to the category of documents included in each Bates range) that you would like us to produce that you believe are relevant to this proceeding. That would likely speed up the process of our reviewing and producing at least some of the documents you have requested.

Thanks.

Jared

From: Larson, Todd [<mailto:Todd.Larson@weil.com>]
Sent: Monday, July 11, 2016 6:53 PM
To: Freedman, Jared O.; DeSanctis, Michael B.
Cc: Trepp, Alex S.; Fakler, Paul M. (Paul.Fakler@arentfox.com); Marks, Benjamin
Subject: RE: SDARS III July 1 Agreement Production

Jared,

As we work out other issues, please let us know as soon as you can about 7/22 as the date for the rate-proposal and witness list exchange.

Thanks.

<image001.jpg>

Todd Larson
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
todd.larson@weil.com
+1 212 310 8238 Direct
+1 347 306 3344 Mobile
+1 212 310 8007 Fax

From: Freedman, Jared O. [<mailto:JFreedman@jenner.com>]
Sent: Friday, July 08, 2016 1:45 PM
To: Larson, Todd; DeSanctis, Michael B.
Cc: Trepp, Alex S.; Fakler, Paul M. (Paul.Fakler@arentfox.com); Marks, Benjamin
Subject: RE: SDARS III July 1 Agreement Production

Let's talk Monday at 3:30 if that time works for others, as well. We can discuss agreements on that call (before which time I will try to get an update on the status of Apple/Spotify/Google)f, but I believe the short answer to your question is yes unless they seek relief from the court.

From: Larson, Todd [<mailto:Todd.Larson@weil.com>]
Sent: Friday, July 08, 2016 1:37 PM
To: Freedman, Jared O.; DeSanctis, Michael B.
Cc: Trepp, Alex S.; Fakler, Paul M. (Paul.Fakler@arentfox.com); Marks, Benjamin
Subject: RE: SDARS III July 1 Agreement Production

We should definitely schedule a call. I'm open Monday afternoon other than 3:00-3:30.

Will the agreements you reference include the Apple/Spotify/Google agreements where Michael indicated there were objections from those companies?

From: Freedman, Jared O. [<mailto:JFreedman@jenner.com>]
Sent: Friday, July 08, 2016 1:35 PM
To: Larson, Todd; DeSanctis, Michael B.
Cc: Trepp, Alex S.; Fakler, Paul M. (Paul.Fakler@arentfox.com); Marks, Benjamin
Subject: RE: SDARS III July 1 Agreement Production

Todd, Paul, Ben,

Did you want to do a call on Monday? I can no longer do 11 am, but could do Monday afternoon.

One issue I wanted to flag now. You requested written responses/objections to your document requests by Monday, July 11. Our responses will not be complete by that date. We are aiming to have responses to you by July 18. We are also aiming to produce responsive agreements on July 19. Glad to discuss further whenever we convene a call.

Thanks. Have a good weekend.

Jared

From: Freedman, Jared O.
Sent: Wednesday, July 06, 2016 5:21 PM
To: 'Larson, Todd'; DeSanctis, Michael B.
Cc: Trepp, Alex S.; Fakler, Paul M. (Paul.Fakler@arentfox.com); Marks, Benjamin
Subject: RE: SDARS III July 1 Agreement Production

As for the standing call – I can't do tomorrow, though I like the standing call and would like to resume at the usual time next week if you all feel the same. Also, glad to speak before then – I could do a call this Friday at 11 am, or this coming Monday at 11 am. Let me know how you'd like to proceed.

Thanks.

From: Larson, Todd [<mailto:Todd.Larson@weil.com>]
Sent: Wednesday, July 06, 2016 5:13 PM
To: DeSanctis, Michael B.; Freedman, Jared O.
Cc: Trepp, Alex S.; Fakler, Paul M. (Paul.Fakler@arentfox.com); Marks, Benjamin
Subject: RE: SDARS III July 1 Agreement Production

Michael and Jared,

Any word on the Apple/Spotify/Google front? Shall we resume our standing 11:00 a.m. call tomorrow?

Thanks.

<image001.jpg>

Todd Larson
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
todd.larson@weil.com
+1 212 310 8238 Direct
+1 347 306 3344 Mobile
+1 212 310 8007 Fax

From: Larson, Todd
Sent: Wednesday, June 29, 2016 1:36 PM
To: 'DeSanctis, Michael B.'
Cc: Trepp, Alex S.; Fakler, Paul M. (Paul.Fakler@arentfox.com); Marks, Benjamin
(benjamin.marks@weil.com)
Subject: RE: SDARS III July 1 Agreement Production

Yes. We've decided it makes sense to hold off a few days to see whether the picture re: Spotify, Google, and Apple clears up a bit.

Copying in Paul and Ben.

<image001.jpg>

Todd Larson
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
todd.larson@weil.com
+1 212 310 8238 Direct
+1 347 306 3344 Mobile
+1 212 310 8007 Fax

From: DeSanctis, Michael B. [<mailto:MDeSanctis@jenner.com>]
Sent: Wednesday, June 29, 2016 12:59 PM
To: Larson, Todd
Cc: Trepp, Alex S.
Subject: SDARS III July 1 Agreement Production

Todd,

Any word from your crew as to whether we're both still aiming to mutually produce what we can on Friday?

Michael

Michael B. DeSanctis**Jenner & Block LLP**

1099 New York Avenue, N.W.

Suite 900, Washington, DC 20001-4412 | jenner.com

+1 202 637 6323 | TEL

+1 202 661 4828 | FAX

MDeSanctis@jenner.com

[Download V-Card](#) | [View Biography](#)

CONFIDENTIALITY WARNING: This email may contain privileged or confidential information and is for the sole use of the intended recipient(s). Any unauthorized use or disclosure of this communication is prohibited. If you believe that you have received this email in error, please notify the sender immediately and delete it from your system.

The information contained in this email message is intended only for use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by email, postmaster@weil.com, and destroy the original message. Thank you.

The information contained in this email message is intended only for use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by email, postmaster@weil.com, and destroy the original message. Thank you.

The information contained in this email message is intended only for use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by email, postmaster@weil.com, and destroy the original message. Thank you.

The information contained in this email message is intended only for use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by email, postmaster@weil.com, and destroy the original message. Thank you.

The information contained in this email message is intended only for use of the individual or entity named

EXHIBIT D

From: Freedman, Jared O.
Sent: Friday, August 05, 2016 12:12 PM
To: 'Larson, Todd'; Fakler, Paul M.; Yolcut, David; Toof, Jackson; Sullivan, John P.
Cc: Rao, Devi M.; Trepp, Alex S.
Subject: Follow-up from meet and confer

Follow Up Flag: Follow up
Flag Status: Flagged

Hi Todd,

Following up on Wednesday's meet and confer, here's the status of the information I said I'd provide to you. This is not a summary of our entire conversation; rather, it focuses on the issues where we agreed to follow up. If I've overlooked any such issue, please let me know.

1. Disclosure of identify of Sirius XM direct licenses to SoundExchange. You said your client would be willing to allow us to disclose the identity of the direct license labels to Mike Huppe, Colin Rushing and Jon Bender, or a similar group of SoundExchange employees. Given that the Sirius XM already provides the exclusion logs (which identify the direct license labels) to SoundExchange, we think your proposed limit is too narrow. We would be willing to limit disclosure of the information to SoundExchange employees, with the understanding that we may seek broader disclosure later in this proceeding and with the understanding that this agreement would not affect SoundExchange's use of the direct license exclusion logs. Please let us know if this compromise is acceptable to you.

2. Communications about direct licenses. You asked us whether we are willing to produce communications by and among SoundExchange and certain other parties related to Sirius XM's campaign the execute direct licenses. Without waiving our objections, we are willing to produce the statements that SoundExchange has made to its membership as a whole. You have refused to produce all of Sirius XM's communications with labels about direct licenses. If and when you agree to produce such communications, we will be willing to consider producing SoundExchange's communications with individual labels, if any, about the direct license campaign.

3. Kooker, Wilcox and Harrison exhibits from Web IV. You asked us to produce certain exhibits these witnesses sponsored in Web IV. The exhibits contain various music service agreements. We are reviewing those exhibits and will respond shortly.

4. Merger documents from Web IV. With respect to your request for merger documents, you proposed that as a compromise you would agree to our producing the same merger documents as were produced in Web IV. You agreed to provide us with the Bates numbers of those documents, so that we can review them and consider your proposal. We await that information from you.

5. Sirius XM's content agreements. We had asked Sirius XM to produce its content agreements. You explained that there is a very large number of such agreements, and asked that we propose a materiality threshold, which is I believe how this was handled in the SDARS I proceeding. For now, we propose that Sirius XM produce (1) its channel-level music agreements and (2) other content agreements under which the content provider receives value, payment or compensation of \$250,000 or more per year. To be clear, we may want additional agreements later in the proceeding.

6. "Direct licenses" listed on Sirius XM's exclusion logs but not yet produced by Sirius XM. We discussed that Sirius XM includes numerous recordings in its direct license exclusion logs (i.e., excludes such recordings from the royalties paid to SoundExchange), but has not yet produced the agreements related to these recordings. You explained that such agreements are numerous and generally are template agreements. You asked that we consider a time limit, such as all

such agreements since Jan. 2015. For now, that limitation seems reasonable to us and we agree, though we may seek more such agreements later in the proceeding.

7. Timing. You asked about the timing of our production. We will produce as many responsive documents as we can reasonably collect, review and produce within the time period established by the Judges' scheduling order. As you know, we made an additional production of documents earlier this week from SoundExchange and AFM, and we will continue to produce on a rolling basis.

In addition, you said during the meet and confer that you would provide responses to us on the following issues:

1. Subset of services for which you want information. You acknowledged that you do not in fact want negotiating documents and play data (I use those terms here as short-hand; as discussed, I think we share an understanding of what we mean) for all of the agreements we have produced. You will propose a subset of music services for which you want that information. Once you provide that subset of services, we will consider your proposal.

2. Bates numbers. We asked you several weeks ago to provide Bates numbers of the documents you want from the Web IV production. In your motion to compel, you said you agreed to provide that information. During the meet and confer on Wednesday, you again said you would do so for several of the categories of documents we discussed. We await that information from you.

3. Analyses of digital market. You agreed to provide us with samples from Web IV of the kinds of documents you would like us to produce. We await that information from you.

4. Communications with labels re direct licenses. You did not agree to produce all communications with labels about direct licenses; you indicated Sirius XM will limit its production to valuation docs. You refused to produce communications with labels related to steering or the prospect of playing directly licensed recordings more (or non-directly licensed recordings less), but indicated you might consider producing such documents after the parties submit their direct cases, if steering becomes an issue. We ask that you reconsider your position.

Finally, just a note to memorialize that both sides agreed during our meet and confer that we may have additional issues upon which we want to meet and confer, and that by not pursuing other document requests now (by not pressing it in a meet and confer and/or not moving to compel), we are not waiving our right to seek the information later in the proceeding.

Thank you. Have a good weekend.

Jared

Jared O. Freedman

Jenner & Block LLP
1099 New York Avenue, N.W.
Suite 900, Washington, DC 20001-4412 | jenner.com
+1 202 639 6879 | TEL
+1 202 661 4846 | FAX
JFreedman@jenner.com
[Download V-Card](#) | [View Biography](#)

CONFIDENTIALITY WARNING: This email may contain privileged or confidential information and is for the sole use of the intended recipient(s). Any unauthorized use or disclosure of this communication is prohibited. If you believe that you have received this email in error, please notify the sender immediately and delete it from your system.

EXHIBIT E

From: Yolcut, David [David.Yolcut@weil.com]
Sent: Friday, August 05, 2016 1:03 PM
To: Freedman, Jared O.; Rao, Devi M.; Trepp, Alex S.
Cc: Larson, Todd; Fakler, Paul M.; Toof, Jackson; Sullivan, John P.; Sperle, Elisabeth
Subject: SDARS III--Meet and Confer Follow-Up

Follow Up Flag: Follow up
Flag Status: Flagged

Jared:

Further to our meet and confer on Wednesday, and as per your request, we have identified by Bates number below several exemplar "digital strategy" presentations from each of the majors, which SoundExchange produced in *Web IV*. The documents at the below ranges are merely illustrative of the types of documents that the Services are seeking in Request 21 to SoundExchange; Request 16 to RIAA; and Request 17 to each of the majors and A2IM. We hope this list is helpful to you.

- SNDEX0110223—SNDEX0110255
- SNDEX0271990—SNDEX0271991, and SNDEX0276249—SNDEX0276281
- SNDEX0107400—SNDEX0107406
- SNDEX0138130—SNDEX0138149, and SNDEX0139441-SNDEX0139478
- SNDEX0126385—SNDEX0126408
- SNDEX0251556—SNDEX0251589
- SNDEX0210968—SNDEX0210980
- SNDEX0259978.001—057
- SNDEX0214793—SNDEX0214806
- SNDEX0099032—SNDEX0099056
- SNDEX0099057—SNDEX0099104 (legible version admitted at the hearing as PAN Ex. 5048)

Additionally, we have identified below the documents produced by SoundExchange in *Web IV* relating to the merger of UMG and EMI. These documents are responsive to Request 31 to SoundExchange; Request 26 to RIAA; and Response 27 to each of the majors and A2IM. Please confirm that each of the below documents can be deemed produced in this proceeding, or that alternatively, you agree to reproduce them in this proceeding with new Bates numbers.

- SNDEX0268978—SNDEX0269006
- SNDEX0276432—SNDEX0276475
- SNDEX0276476—SNDEX0276531
- SNDEX0276729—SNDEX0276772
- SNDEX0276807—SNDEX0276844
- SNDEX0276845—SNDEX0276872
- SNDEX0276872—SNDEX0276897
- SNDEX0276773—SNDEX0276777
- SNDEX0276923—SNDEX0276987
- SNDEX0286221—SNDEX0286235
- SNDEX0286236—SNDEX0286239
- SNDEX0286240—SNDEX0286253
- SNDEX0286254—SNDEX0286275
- SNDEX0286276—SNDEX0286291
- SNDEX0286292—SNDEX0286307

- SNDEX0286308—SNDEX0286323
- SNDEX0286324—SNDEX0286334
- SNDEX0286335—SNDEX0286344
- NAB Trial Exhibit 4134 (No Bates Number)

We are also preparing a list of additional documents produced by SoundExchange in *Web IV* that we believe should be deemed produced or reproduced in this proceeding, without waiver of our position that all documents produced in *Web IV* by SoundExchange should be produced here. We will get that additional list over to you as soon as we can.

Finally, as to Requests 25-27 to SoundExchange, 20-22 to RIAA, and 21-23 to A2IM and the majors, Music Choice is not aware of any relevant CABSAT-related documents from *Web IV*, in which CABSATs were not at issue. We believe the requests here are clear, and request that appropriate searches be conducted to confirm whether any of the Copyright Owner Participants have documents responsive to those requests. If any of the Copyright Owner Participants have non-privileged documents responsive to those requests, they should be produced forthwith. If no such documents exist, please let counsel for Music Choice know.

Thanks,
David

The information contained in this email message is intended only for use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by email, postmaster@weil.com, and destroy the original message. Thank you.

EXHIBIT F

From: Yolkut, David [David.Yolkut@weil.com]
Sent: Thursday, August 11, 2016 5:51 PM
To: Freedman, Jared O.; Rao, Devi M.; Trepp, Alex S.
Cc: Larson, Todd; Fakler, Paul M.; Toof, Jackson; Sullivan, John P.; Sperle, Elisabeth; Greer, Olivia
Subject: RE: SDARS III--Meet and Confer Follow-Up
Follow Up Flag: Follow up
Flag Status: Flagged

Jared and all:

As noted in my email below, here is a list of specific documents and depositions from *Web IV* that we believe should be deemed produced or reproduced in this proceeding, without waiver of our position that all documents produced in Web IV by SoundExchange should be produced here. We reserve the right to seek additional documents produced by SoundExchange in *Web IV* not included in the below list, and also reserve the right to object to the ultimate admissibility of any of these documents.

Please let us know your position.

Best,
David

Bates Begin	Bates End
SNDEX0177286	SNDEX0177293
SNDEX0132586	SNDEX0132595
SNDEX0097864	SNDEX0097888
SNDEX0097950	SNDEX0097964
SNDEX0119347	SNDEX0119358
SNDEX0111875	SNDEX0111999
SNDEX0126178	SNDEX0126179
SNDEX0126601	SNDEX0126601
SNDEX0126177	SNDEX0126177
SNDEX0110047	SNDEX0110099
SNDEX0126017	SNDEX0126019
SNDEX0126020	SNDEX0126021
SNDEX0118301	SNDEX0118301
SNDEX0251998	SNDEX0252002
SNDEX0004155	SNDEX0004158
SNDEX0126029	SNDEX0126121
SNDEX0392434	SNDEX0392440
SNDEX0452753	SNDEX0452788
SNDEX0119035	SNDEX0119036
SNDEX0127568	SNDEX0127583
SNDEX0264910.001	SNDEX0264910.002

SNDEX0280828	SNDEX0280831
SNDEX0340788	SNDEX0340790
SNDEX0414614	SNDEX0414615
SNDEX0431766	SNDEX0431770
SNDEX0451151	SNDEX0451159
SNDEX0185515	SNDEX0185518
SNDEX0270447	SNDEX0270450
SNDEX0018131	SNDEX0018171
SNDEX0301455	SNDEX0301460
SNDEX0049480	SNDEX0049480.0100
SNDEX0392399	SNDEX0392399.0031
SNDEX0119099	SNDEX0119101
SNDEX0119102	SNDEX0119102
SNDEX0119122	SNDEX0119122
SNDEX0316165	SNDEX0316165
SNDEX0316167	SNDEX0316167
SNDEX0316168	SNDEX0316168
SNDEX0122098	SNDEX0122098
SNDEX0316166	SNDEX0316166
SNDEX0318361	SNDEX0318361
SNDEX0318360	SNDEX0318360
SNDEX0119124	SNDEX0119124
SNDEX0316220	SNDEX0316220
SNDEX0316221	SNDEX0316221
SNDEX0316222	SNDEX0316222
SNDEX0318365	SNDEX0318365
SNDEX0318369	SNDEX0318369
SNDEX0494368	SNDEX0494371
SNDEX0022479	SNDEX0022482
SNDEX0116672	SNDEX0116690
SNDEX0315242	SNDEX0315243
SNDEX0242127	SNDEX0242152
SNDEX0021278	SNDEX0021353
SNDEX0004465	SNDEX0004466

SNDEX0002860	SNDEX0002920
SNDEX0057757	SNDEX0057833
SNDEX0118989	SNDEX0119011
SNDEX0119037	SNDEX0119055
SNDEX0119099	SNDEX0119101
SNDEX0119035	SNDEX0119036
SNDEX0056080	SNDEX0056218
SNDEX0057834	SNDEX0057847
SNDEX0276423	SNDEX0276428
SNDEX0004091	SNDEX0004132
SNDEX0004133	SNDEX0004148
SNDEX0114209	SNDEX0114232
SX EX. 001-1-DR	
SX EX. 002-1-DR	
SX EX. 004-1-DR	
SX EX. 005-1-DR	
SX EX. 013-1-RR	
SX EX. 016-1-RR	
SX EX. 018-RR	
SX EX. 031-RR	
SX Ex. 032-RR	
SX Ex. 039-RR	
IHM Trial Ex. No. 3637 (no bates number)	
NAB Trial Ex. No. 4239 (no bates number)	
NAB Trial Ex. No. 4240 (no bates number)	

Deposition transcripts and exhibits not included above:

- Aaron Harrison (Dec. 5, 2014)
- Dennis Kooker (Dec. 18, 2014)
- Charlie Lexton (Mar. 31, 2015)
- Robert Wheeler (Apr. 17, 2015)
- Ronald Wilcox (Apr. 2, 2015)
- Daniel Rubinfeld (Dec. 11, 2014; Apr. 13 & 14, 2015)
- Eric Talley (Apr. 8, 2015)

From: Yolkut, David

Sent: Friday, August 05, 2016 1:03 PM

To: 'Freedman, Jared O.'; Rao, Devi M.; Trepp, Alex S.

Cc: Larson, Todd; Fakler, Paul M.; Toof, Jackson; Sullivan, John P.; Sperle, Elisabeth

Subject: SDARS III--Meet and Confer Follow-Up

Jared:

Further to our meet and confer on Wednesday, and as per your request, we have identified by Bates number below several exemplar "digital strategy" presentations from each of the majors, which SoundExchange produced in *Web IV*. The documents at the below ranges are merely illustrative of the types of documents that the Services are seeking in Request 21 to SoundExchange; Request 16 to RIAA; and Request 17 to each of the majors and A2IM. We hope this list is helpful to you.

- SNDEX0110223—SNDEX0110255
- SNDEX0271990—SNDEX0271991, and SNDEX0276249—SNDEX0276281
- SNDEX0107400—SNDEX0107406
- SNDEX0138130—SNDEX0138149, and SNDEX0139441-SNDEX0139478
- SNDEX0126385—SNDEX0126408
- SNDEX0251556—SNDEX0251589
- SNDEX0210968—SNDEX0210980
- SNDEX0259978.001—057
- SNDEX0214793—SNDEX0214806
- SNDEX0099032—SNDEX0099056
- SNDEX0099057—SNDEX0099104 (legible version admitted at the hearing as PAN Ex. 5048)

Additionally, we have identified below the documents produced by SoundExchange in *Web IV* relating to the merger of UMG and EMI. These documents are responsive to Request 31 to SoundExchange; Request 26 to RIAA; and Response 27 to each of the majors and A2IM. Please confirm that each of the below documents can be deemed produced in this proceeding, or that alternatively, you agree to reproduce them in this proceeding with new Bates numbers.

- SNDEX0268978—SNDEX0269006
- SNDEX0276432—SNDEX0276475
- SNDEX0276476—SNDEX0276531
- SNDEX0276729—SNDEX0276772
- SNDEX0276807—SNDEX0276844
- SNDEX0276845—SNDEX0276872
- SNDEX0276872—SNDEX0276897
- SNDEX0276773—SNDEX0276777
- SNDEX0276923—SNDEX0276987
- SNDEX0286221—SNDEX0286235
- SNDEX0286236—SNDEX0286239

- SNDEX0286240—SNDEX0286253
- SNDEX0286254—SNDEX0286275
- SNDEX0286276—SNDEX0286291
- SNDEX0286292—SNDEX0286307
- SNDEX0286308—SNDEX0286323
- SNDEX0286324—SNDEX0286334
- SNDEX0286335—SNDEX0286344
- NAB Trial Exhibit 4134 (No Bates Number)

We are also preparing a list of additional documents produced by SoundExchange in *Web IV* that we believe should be deemed produced or reproduced in this proceeding, without waiver of our position that all documents produced in *Web IV* by SoundExchange should be produced here. We will get that additional list over to you as soon as we can.

Finally, as to Requests 25-27 to SoundExchange, 20-22 to RIAA, and 21-23 to A2IM and the majors, Music Choice is not aware of any relevant CABSAT-related documents from *Web IV*, in which CABSATs were not at issue. We believe the requests here are clear, and request that appropriate searches be conducted to confirm whether any of the Copyright Owner Participants have documents responsive to those requests. If any of the Copyright Owner Participants have non-privileged documents responsive to those requests, they should be produced forthwith. If no such documents exist, please let counsel for Music Choice know.

Thanks,
David

The information contained in this email message is intended only for use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by email, postmaster@weil.com, and destroy the original message. Thank you.

EXHIBIT G

From: Freedman, Jared O.
Sent: Wednesday, August 17, 2016 6:27 PM
To: 'Larson, Todd'
Cc: Yolkut, David; Rao, Devi M.; Trepp, Alex S.; Fakler, Paul M.; Toof, Jackson; Sullivan, John P.; Sperle, Elisabeth
Subject: RE: SDARS III--Proposed List of Services

Todd,

I was just typing up an email to you when you emailed me. Here are responses to your questions and follow-up on a few other issues.

1. Sirius XM content agreements. We originally asked you to produce Sirius XM's content agreements. You asked that we consider a materiality threshold. We proposed such a threshold to you, but have not yet heard back on that. Please let us know.

2. Documents you identified by bates number. In response to our suggestion, you identified the bates numbers of documents from the Web IV production that you would like us to produce. We will produce those documents, except for the following: (1) Three of those documents appear to have been produced in Web IV as native files (bates numbers: 0316220; 0318360; 0392399). We do not have those native files. Perhaps the easiest solution would be if you email us those native files, and we can review them and then let you know our position. (2) We do not agree to produce the Web IV documents you identified related to the UMG-EMI merger.

3. Trial exhibits from Web IV. We do not agree to produce the Web IV trial exhibits you identified.

4. Digital strategy documents. You provided us with a list of digital strategy documents from Web IV that are illustrative of a type of document you are seeking from the major record companies. We will produce these types of digital strategy documents.

5. Kooker, Wilcox and Harrison exhibits. As I mentioned in a prior email, we agree to produce these documents. We have now confirmed that we have already produced most of them; we will produce the remainder.

6. We are preparing a significant document production for Monday. It will include major record company financials.

If you believe there are other issues for which I owe you a response, please let me know.

Thanks.

Jared

From: Larson, Todd [mailto:Todd.Larson@weil.com]
Sent: Wednesday, August 17, 2016 5:54 PM
To: Freedman, Jared O.

Cc: Yolkut, David; Rao, Devi M.; Trepp, Alex S.; Fakler, Paul M.; Toof, Jackson; Sullivan, John P.; Sperle, Elisabeth
Subject: RE: SDARS III--Proposed List of Services

Jared,

Can you tell us when you will have a response on this one?

- Merger documents and other documents from Web IV for which you provided us with bates numbers. Last Friday and yesterday, you provided us with the Bates numbers of the merger docs and some other docs from Web IV you'd like us to produce. We are reviewing those documents and will let you know our response once we have reviewed them.

Also, any update on when the record company financials (to shorthand the requests slightly) will be produced?

Thanks.

-----Original Message-----

From: Freedman, Jared O. [mailto:JFreedman@jenner.com]

Sent: Tuesday, August 16, 2016 9:12 AM

To: Larson, Todd

Cc: Yolkut, David; Rao, Devi M.; Trepp, Alex S.; Fakler, Paul M.; Toof, Jackson; Sullivan, John P.; Sperle, Elisabeth

Subject: Re: SDARS III--Proposed List of Services

Yes. Thanks.

Sent from my iPhone

On Aug 15, 2016, at 3:40 PM, Larson, Todd <Todd.Larson@weil.com<mailto:Todd.Larson@weil.com>> wrote:

Jared,

Regarding the first item on your list below, here is a revised list eliminating 3 of the 13 services – reserving our rights to seek a broader list in the future:

- Amazon
- Apple (incl. Beats and all forms of Apple Radio, Apple Music, etc.)
- Cricket
- Deezer
- Google (incl. Google Play, Red, YouTube and any other music offerings)
- iHeart/Clear Channel
- RealNetworks/Rhapsody (now Napster)
- Slacker
- SoundCloud

Spotify

Please confirm that you will produce the royalty payment information for this group of services.

Thanks.

[cid:image002.jpg@01D1F70A.C10B6C60]

Todd Larson
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
todd.larson@weil.com<<mailto:todd.larson@weil.com>>
+1 212 310 8238 Direct
+1 347 306 3344 Mobile
+1 212 310 8007 Fax

From: Freedman, Jared O. [<mailto:JFreedman@jenner.com>]
Sent: Friday, August 12, 2016 4:56 PM
To: Yolkut, David; Rao, Devi M.; Trepp, Alex S.
Cc: Larson, Todd; Fakler, Paul M.; Toof, Jackson; Sullivan, John P.; Sperle, Elisabeth
Subject: RE: SDARS III--Proposed List of Services

Hi all,

Following up on the email below and some other issues raised during our meet and confer and in related emails.

- Documents related to the services listed below. Your list below includes 13 services. In Web IV, I believe the agreement was to produce documents related to 10 services. We don't see a basis for expanding that number and we propose the same limitation here. Please let us know if you agree; if so, please let us know which 10 services; if not, please explain why more is needed here. Assuming we reach agreement on the number of services, we will produce monthly royalty statements for the services. We do not agree to produce the "negotiating documents," given the burden, the limited utility of the documents and the prematurity of the request. However, I expect that many of the negotiating docs for these services may have been produced in Web IV. As a compromise, if you provide us with the Web IV bates numbers of the negotiating docs for the services on the list (again assuming we can agree on the number of services), then we would consider producing the same negotiating docs for those services as were produced in Web IV.

- Kooker, Wilcox and Harrison exhibits from Web IV. We will produce these exhibits. To the extent they contain documents from before 2013 or that are otherwise objectionable, our production of such documents is not a waiver of our date or other objections.

- Merger documents and other documents from Web IV for which you provided us with bates numbers. Last Friday and yesterday, you provided us with the Bates numbers of the merger docs and some other docs from Web IV you'd like us to produce. We are reviewing those documents and will let you know our response once we have reviewed them.

- Depositions from Web IV. You asked yesterday if we will produce certain deposition transcripts and deposition exhibits from Web IV. This was not an issue we had previously discussed. We do not agree. To the extent that the parties in this proceeding end up submitting testimony from witnesses who submitted testimony and were deposed in

prior proceedings, we will then be willing to discuss a global agreement on the extent to which prior testimony and deposition transcripts should be produced.

Thanks.

Jared

Jared O. Freedman

Jenner & Block LLP

1099 New York Avenue, N.W.

Suite 900, Washington, DC 20001-4412 | [jenner.com](http://www.jenner.com)<<http://www.jenner.com>>

+1 202 639 6879 | TEL

+1 202 661 4846 | FAX

JFreedman@jenner.com<<mailto:JFreedman@jenner.com>>

Download V-Card<<https://svcs.jenner.com/JBvCard/vcardhandler/getcardbypid/68690>> | View

Biography<<http://www.jenner.com/people/JaredFreedman>>

CONFIDENTIALITY WARNING: This email may contain privileged or confidential information and is for the sole use of the intended recipient(s). Any unauthorized use or disclosure of this communication is prohibited. If you believe that you have received this email in error, please notify the sender immediately and delete it from your system.

From: Yolkut, David [<mailto:David.Yolkut@weil.com>]

Sent: Friday, August 05, 2016 1:35 PM

To: Freedman, Jared O.; Rao, Devi M.; Trepp, Alex S.

Cc: Larson, Todd; Fakler, Paul M.; Toof, Jackson; Sullivan, John P.; Sperle, Elisabeth

Subject: SDARS III--Proposed List of Services

Jared:

Below please find a proposed list of services as to which we request that your side produce negotiation documents and play data that would allow for the calculation of license agreement effective rates. On our call on Wednesday, you had agreed to discuss this list with your clients; please let us know as soon as possible if you are willing to produce documents relating to at least these services.

- Amazon
- Apple (incl. Beats and all forms of Apple Radio, Apple Music, etc.)
- Cricket
- Deezer
- Google (incl. Google Play, Red, YouTube and any other music offerings)
- iHeart/Clear Channel
- Pandora

- RealNetworks/Rhapsody (now Napster)
- Slacker
- SoundCloud
- Spotify
- Stingray Digital
- Vevo

Thanks,
David

<image003.jpg>

David Yolkut
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
david.yolkut@weil.com<<mailto:david.yolkut@weil.com>>
+1 212 310 8405 Direct
+1 212 310 8007 Fax

The information contained in this email message is intended only for use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by email, postmaster@weil.com<<mailto:postmaster@weil.com>>, and destroy the original message. Thank you.

The information contained in this email message is intended only for use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by email, postmaster@weil.com<<mailto:postmaster@weil.com>>, and destroy the original message. Thank you.

The information contained in this email message is intended only for use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by email, postmaster@weil.com, and destroy the original message. Thank you.

EXHIBIT H

From: Freedman, Jared O.
Sent: Friday, August 26, 2016 5:04 PM
To: 'Yolkut, David'; Larson, Todd; Rao, Devi M.; Trepp, Alex S.
Cc: Fakler, Paul M.; Toof, Jackson; Sullivan, John P.; Sperle, Elisabeth; Greer, Olivia
Subject: RE: SDARS III--Meet and Confer Follow-Up

David and Todd,

We will produce the 19 merger docs you identified by bates or exhibit number.

We already produced the first four documents listed below (SX EXs. 001-DR, 002-DR, 004-DR, 005-DR). We have also already produced the documents contained in the two CD exhibits listed below (SX EXs. 18-RR and 31-RR). We have not yet produced, but agree to produce, the fifth and sixth documents listed below (SX EXs. 13-RR and 16-RR).

We have not produced the last two Web IV exhibits listed below (the Pandora-Merlin license and amendment). My understanding is that in Web IV, your firm represented Pandora, and that Pandora introduced the Pandora-Merlin license and amendment as Pandora Exhibits 12 and 13 to the written direct testimony of Mr. Herring. I also understand that the license and amendment were exhibits to the testimony of a Merlin witness (as you've identified in the list below). I assume that although you possess the Pandora-Merlin license and amendment, you are asking us to produce it to you because you believe that the Protective Order entered by the CRB in Web IV prohibits you from using the Pandora license and amendment in the current proceeding. We are similarly constrained by the Protective Order entered in the Web IV proceeding. We did not represent any party in that proceeding. SoundExchange was represented by Munger. SoundExchange itself of course did not receive the Pandora license, because it was Restricted; rather, Munger received the license. The Protective Order in Web IV does not allow Munger to provide us with the Pandora-Merlin license for use in the current proceeding. We do not represent Pandora or Merlin.

Thank you.

Jared

From: Yolkut, David [mailto:David.Yolkut@weil.com]
Sent: Thursday, August 25, 2016 5:56 PM
To: Freedman, Jared O.; Larson, Todd; Rao, Devi M.; Trepp, Alex S.
Cc: Fakler, Paul M.; Toof, Jackson; Sullivan, John P.; Sperle, Elisabeth; Greer, Olivia
Subject: RE: SDARS III--Meet and Confer Follow-Up

Jared:

Your descriptions of these documents are correct.

Best,
David

From: Freedman, Jared O. [mailto:JFreedman@jenner.com]
Sent: Thursday, August 25, 2016 4:41 PM
To: Yolkut, David; Larson, Todd; Rao, Devi M.; Trepp, Alex S.
Cc: Fakler, Paul M.; Toof, Jackson; Sullivan, John P.; Sperle, Elisabeth; Greer, Olivia
Subject: RE: SDARS III--Meet and Confer Follow-Up

David,

That explains the confusion. We will take a look and let you know. Meantime, just so we are on the same page, I believe these are the descriptions (from the SX exhibit list) of the docs you are asking about. If these are not the docs you mean, please let me know.

Thank you.

Jared

SX EX. 001-DR Ron Wilcox Exhibit 1 - Trial and Experimental Internet Simulcast and Webcasting Agreement with Clear Channel Communications, Inc. dated October 1, 2013

SX EX. 002-DR Ron Wilcox Exhibit 2 - First Amendment to Trial and Experimental Internet Simulcast and Webcasting Agreement with Clear Channel Communications, Inc. dated March 31, 2014

SX EX. 004-DR Aaron Harrison Exhibit 2 - Beats (MOG) Amend No. 14 to Sub (1-30-14) (Exec)

SX EX. 005-DR Aaron Harrison Exhibit 3 - Spotify (UMGRS) DPA 13.0856 (10-10-13)

SX EX. 013- RR Aaron Harrison Exhibit 2 – [Spotify Term Sheet dated November 2012]

SX EX. 016- RR Aaron Harrison Exhibit 5 - [Beats Term Sheet dated 6/10/13]

SX EX. 018- RR Aaron Harrison Exhibit 7 – CD of Agreements

SX EX. 031- RR Ron Wilcox Exhibit 12 – CD of Agreements

SX EX. 032- RR Charlie Lexton Exhibit 1– Pandora-Merlin Licence

SX EX. 039- RR Charlie Lexton Exhibit 8– First Amendment to Pandora-Merlin Licence

From: Yolkut, David [<mailto:David.Yolkut@weil.com>]

Sent: Thursday, August 25, 2016 4:11 PM

To: Freedman, Jared O.; Larson, Todd; Rao, Devi M.; Trepp, Alex S.

Cc: Fakler, Paul M.; Toof, Jackson; Sullivan, John P.; Sperle, Elisabeth; Greer, Olivia

Subject: RE: SDARS III--Meet and Confer Follow-Up

Jared,

To clarify, the additional 1 within the brackets of the exhibit numbers below was used by SoundExchange to denote the page number of the exhibit, and was inadvertently included in our list. So, SX EX. 001-1-DR is actually SX Ex. 001-DR. Please let us know any further questions.

Best,
David

From: Freedman, Jared O. [<mailto:JFreedman@jenner.com>]

Sent: Thursday, August 25, 2016 3:33 PM

To: Larson, Todd; Yolkut, David; Rao, Devi M.; Trepp, Alex S.

Cc: Fakler, Paul M.; Toof, Jackson; Sullivan, John P.; Sperle, Elisabeth; Greer, Olivia

Subject: RE: SDARS III--Meet and Confer Follow-Up

Hi Todd,

On the question about the merger documents, we are still digesting the CRB's Order.

On the question about the SX exhibits, I now see that I may have previously misunderstood what these are. I am now looking at an index of SoundExchange's exhibits from Web IV, but I don't see exhibits listed with the dashes. E.g., I see a "SX Ex. 001-DR," but not a "SX Ex. 001-1-DR." Would you please email us a list of the names of the exhibits or otherwise help us understand the numbering you're using? If I'm understanding correctly, the exhibits we're currently talking about are the ones I list below. If the numbering issue is confusing, I'm glad to get on the phone to discuss.

Thanks.

Jared

SX EX. 001-1-DR
SX EX. 002-1-DR
SX EX. 004-1-DR
SX EX. 005-1-DR
SX EX. 013-1-RR
SX EX. 016-1-RR
SX EX. 018-RR
SX EX. 031-RR
SX Ex. 032-RR
SX Ex. 039-RR

Jared O. Freedman

Jenner & Block LLP
1099 New York Avenue, N.W.
Suite 900, Washington, DC 20001-4412 | jenner.com
+1 202 639 6879 | TEL
+1 202 661 4846 | FAX
JFreedman@jenner.com
[Download V-Card](#) | [View Biography](#)

CONFIDENTIALITY WARNING: This email may contain privileged or confidential information and is for the sole use of the intended recipient(s). Any unauthorized use or disclosure of this communication is prohibited. If you believe that you have received this email in error, please notify the sender immediately and delete it from your system.

From: Larson, Todd [<mailto:Todd.Larson@weil.com>]
Sent: Thursday, August 25, 2016 12:59 PM

To: Yolkut, David; Freedman, Jared O.; Rao, Devi M.; Trepp, Alex S.
Cc: Fakler, Paul M.; Toof, Jackson; Sullivan, John P.; Sperle, Elisabeth; Greer, Olivia
Subject: RE: SDARS III--Meet and Confer Follow-Up

Jared,

Pursuant to the Judges' Tuesday Order, SoundExchange has been directed to produce a subset of documents from the *Web IV* proceeding within five business days of the Services' identification by Bates number of specific documents that they seek from *Web IV*. The Order expressly references "documents related to the Universal/EMI merger." Please confirm that you will now agree to produce the merger-related documents we have previously identified from the *Web IV* production, and we will agree to contact the Judges informing them that we withdraw that portion of the Services' motion to compel filed Tuesday. We separately will provide a list of any other documents produced in *Web IV* that the Services request the production of here.

I also have a question regarding David's August 11 email below. I believe your prior correspondence indicated that you would produce the Bates-labeled documents in the table contained in his email, but not the trial exhibits at the end. Can you confirm your agreement extended to the documents in the table that were produced and labeled with SX exhibit numbers, e.g., SX EX. 001-1-DR?

Thank you.



Todd Larson
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
todd.larson@weil.com
+1 212 310 8238 Direct
+1 347 306 3344 Mobile
+1 212 310 8007 Fax

From: Yolkut, David
Sent: Thursday, August 11, 2016 5:51 PM
To: Freedman, Jared O.; Rao, Devi M.; Trepp, Alex S.
Cc: Larson, Todd; Fakler, Paul M.; Toof, Jackson; Sullivan, John P.; Sperle, Elisabeth; Greer, Olivia
Subject: RE: SDARS III--Meet and Confer Follow-Up

Jared and all:

As noted in my email below, here is a list of specific documents and depositions from *Web IV* that we believe should be deemed produced or reproduced in this proceeding, without waiver of our position that all documents produced in *Web IV* by SoundExchange should be produced here. We reserve the right to seek additional documents produced by SoundExchange in *Web IV* not included in the below list, and also reserve the right to object to the ultimate admissibility of any of these documents.

Please let us know your position.

Best,
David

Bates Begin	Bates End
SNDEX0177286	SNDEX0177293

SNDEX0132586	SNDEX0132595
SNDEX0097864	SNDEX0097888
SNDEX0097950	SNDEX0097964
SNDEX0119347	SNDEX0119358
SNDEX0111875	SNDEX0111999
SNDEX0126178	SNDEX0126179
SNDEX0126601	SNDEX0126601
SNDEX0126177	SNDEX0126177
SNDEX0110047	SNDEX0110099
SNDEX0126017	SNDEX0126019
SNDEX0126020	SNDEX0126021
SNDEX0118301	SNDEX0118301
SNDEX0251998	SNDEX0252002
SNDEX0004155	SNDEX0004158
SNDEX0126029	SNDEX0126121
SNDEX0392434	SNDEX0392440
SNDEX0452753	SNDEX0452788
SNDEX0119035	SNDEX0119036
SNDEX0127568	SNDEX0127583
SNDEX0264910.001	SNDEX0264910.002
SNDEX0280828	SNDEX0280831
SNDEX0340788	SNDEX0340790
SNDEX0414614	SNDEX0414615
SNDEX0431766	SNDEX0431770
SNDEX0451151	SNDEX0451159
SNDEX0185515	SNDEX0185518
SNDEX0270447	SNDEX0270450
SNDEX0018131	SNDEX0018171
SNDEX0301455	SNDEX0301460
SNDEX0049480	SNDEX0049480.0100
SNDEX0392399	SNDEX0392399.0031
SNDEX0119099	SNDEX0119101
SNDEX0119102	SNDEX0119102
SNDEX0119122	SNDEX0119122
SNDEX0316165	SNDEX0316165
SNDEX0316167	SNDEX0316167

SNDEX0316168	SNDEX0316168
SNDEX0122098	SNDEX0122098
SNDEX0316166	SNDEX0316166
SNDEX0318361	SNDEX0318361
SNDEX0318360	SNDEX0318360
SNDEX0119124	SNDEX0119124
SNDEX0316220	SNDEX0316220
SNDEX0316221	SNDEX0316221
SNDEX0316222	SNDEX0316222
SNDEX0318365	SNDEX0318365
SNDEX0318369	SNDEX0318369
SNDEX0494368	SNDEX0494371
SNDEX0022479	SNDEX0022482
SNDEX0116672	SNDEX0116690
SNDEX0315242	SNDEX0315243
SNDEX0242127	SNDEX0242152
SNDEX0021278	SNDEX0021353
SNDEX0004465	SNDEX0004466
SNDEX0002860	SNDEX0002920
SNDEX0057757	SNDEX0057833
SNDEX0118989	SNDEX0119011
SNDEX0119037	SNDEX0119055
SNDEX0119099	SNDEX0119101
SNDEX0119035	SNDEX0119036
SNDEX0056080	SNDEX0056218
SNDEX0057834	SNDEX0057847
SNDEX0276423	SNDEX0276428
SNDEX0004091	SNDEX0004132
SNDEX0004133	SNDEX0004148
SNDEX0114209	SNDEX0114232
SX EX. 001-1-DR	
SX EX. 002-1-DR	
SX EX. 004-1-DR	
SX EX. 005-1-DR	
SX EX. 013-1-RR	
SX EX. 016-1-RR	

SX EX. 018-RR	
SX EX. 031-RR	
SX Ex. 032-RR	
SX Ex. 039-RR	
IHM Trial Ex. No. 3637 (no bates number)	
NAB Trial Ex. No. 4239 (no bates number)	
NAB Trial Ex. No. 4240 (no bates number)	

Deposition transcripts and exhibits not included above:

- Aaron Harrison (Dec. 5, 2014)
- Dennis Kooker (Dec. 18, 2014)
- Charlie Lexton (Mar. 31, 2015)
- Robert Wheeler (Apr. 17, 2015)
- Ronald Wilcox (Apr. 2, 2015)
- Daniel Rubinfeld (Dec. 11, 2014; Apr. 13 & 14, 2015)
- Eric Talley (Apr. 8, 2015)

From: Yolkut, David

Sent: Friday, August 05, 2016 1:03 PM

To: 'Freedman, Jared O.'; Rao, Devi M.; Trepp, Alex S.

Cc: Larson, Todd; Fakler, Paul M.; Toof, Jackson; Sullivan, John P.; Sperle, Elisabeth

Subject: SDARS III--Meet and Confer Follow-Up

Jared:

Further to our meet and confer on Wednesday, and as per your request, we have identified by Bates number below several exemplar "digital strategy" presentations from each of the majors, which SoundExchange produced in *Web IV*. The documents at the below ranges are merely illustrative of the types of documents that the Services are seeking in Request 21 to SoundExchange; Request 16 to RIAA; and Request 17 to each of the majors and A2IM. We hope this list is helpful to you.

- SNDEX0110223—SNDEX0110255
- SNDEX0271990—SNDEX0271991, and SNDEX0276249—SNDEX0276281
- SNDEX0107400—SNDEX0107406

- SNDEX0138130—SNDEX0138149, and SNDEX0139441-SNDEX0139478
- SNDEX0126385—SNDEX0126408
- SNDEX0251556—SNDEX0251589
- SNDEX0210968—SNDEX0210980
- SNDEX0259978.001—057
- SNDEX0214793—SNDEX0214806
- SNDEX0099032—SNDEX0099056
- SNDEX0099057—SNDEX0099104 (legible version admitted at the hearing as PAN Ex. 5048)

Additionally, we have identified below the documents produced by SoundExchange in *Web IV* relating to the merger of UMG and EMI. These documents are responsive to Request 31 to SoundExchange; Request 26 to RIAA; and Response 27 to each of the majors and A2IM. Please confirm that each of the below documents can be deemed produced in this proceeding, or that alternatively, you agree to reproduce them in this proceeding with new Bates numbers.

- SNDEX0268978—SNDEX0269006
- SNDEX0276432—SNDEX0276475
- SNDEX0276476—SNDEX0276531
- SNDEX0276729—SNDEX0276772
- SNDEX0276807—SNDEX0276844
- SNDEX0276845—SNDEX0276872
- SNDEX0276872—SNDEX0276897
- SNDEX0276773—SNDEX0276777
- SNDEX0276923—SNDEX0276987
- SNDEX0286221—SNDEX0286235
- SNDEX0286236—SNDEX0286239
- SNDEX0286240—SNDEX0286253
- SNDEX0286254—SNDEX0286275
- SNDEX0286276—SNDEX0286291
- SNDEX0286292—SNDEX0286307
- SNDEX0286308—SNDEX0286323
- SNDEX0286324—SNDEX0286334
- SNDEX0286335—SNDEX0286344
- NAB Trial Exhibit 4134 (No Bates Number)

We are also preparing a list of additional documents produced by SoundExchange in *Web IV* that we believe should be deemed produced or reproduced in this proceeding, without waiver of our position that all documents produced in *Web IV* by SoundExchange should be produced here. We will get that additional list over to you as soon as we can.

Finally, as to Requests 25-27 to SoundExchange, 20-22 to RIAA, and 21-23 to A2IM and the majors, Music Choice is not aware of any relevant CABSAT-related documents from *Web IV*, in which CABSATs were not at issue. We believe the requests here are clear, and request that appropriate searches be conducted to confirm whether any of the Copyright Owner Participants have documents responsive to those requests. If any of the Copyright Owner Participants have non-privileged documents responsive to those requests, they should be produced forthwith. If no such documents exist, please let counsel for Music Choice know.

Thanks,
David

recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by email, postmaster@weil.com, and destroy the original message. Thank you.

The information contained in this email message is intended only for use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by email, postmaster@weil.com, and destroy the original message. Thank you.

The information contained in this email message is intended only for use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by email, postmaster@weil.com, and destroy the original message. Thank you.